

SML/SEC/2025-26-056  
3<sup>rd</sup> September, 2025

Dy. General Manager, Corporate Relationship Department BSE Limited P.J Towers, Dalal Street Fort, Mumbai-400 001	The Secretary, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra- Kurla Complex Bandra (E), Mumbai – 400 051
<b>Scrip Code: 505192</b>	<b>Scrip Code: SMLISUZU</b>

**Subject: Annual Report 2025**

Dear Sir(s),

We are pleased to enclose herewith a copy of the Annual Report of SML ISUZU LIMITED for the financial year ended 31<sup>st</sup> March, 2025, including Notice of 41<sup>st</sup> Annual General Meeting (AGM).

As informed earlier, vide our communication dated 19<sup>th</sup> August, 2025, 41<sup>st</sup> AGM of the Company is scheduled on **Friday, 26<sup>th</sup> September, 2025 at 4:00 PM (IST)** through Video Conferencing / Other Audio Visual Means.

The Annual Report contains the following:

1. Report of the Directors
2. Audited Financial Statements
3. Independent Auditors' Report
4. Notice of Annual General Meeting

This is for your information and record please.

Thanking you,

Yours faithfully,

**For SML ISUZU LIMITED**

(PARVESH MADAN)  
Company Secretary & Compliance Officer  
[pmadan@smlisuzu.com](mailto:pmadan@smlisuzu.com)  
ACS-31266

**SML ISUZU Limited**

**Regd. Office & Works:**

Village : Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahar) Punjab – 144533

T +91 1881 270255 F +91 1881 270223

Corporate Office : 204-205, Sector 34-A, Chandigarh – 160135

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Trucks & Buses



ANNUAL  
REPORT

2025

SML ISUZU LIMITED



# CSR INITIATIVES & EMPLOYEE ENGAGEMENT 2024-2025



Company manufactured bus to Government school in remote and rural area



Setting up of vocational labs at Government schools



Support to underprivileged girls in the form of Books & Uniforms



Upgradation of Medical Infrastructure at Government Hospitals



Employee Engagement/Activities

# SML ISUZU LIMITED

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## CHIEF FINANCIAL OFFICER

RAKESH BHALLA

## COMPANY SECRETARY

PARVESH MADAN

## STATUTORY AUDITORS

B S R & Co. LLP\*

## BANKERS

AXIS BANK

HDFC BANK

ICICI BANK

EXIM BANK

FEDERAL BANK

## INTERNAL AUDITORS

S. TANDON & ASSOCIATES

## LISTING OF SHARES

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

## REGISTERED OFFICE & WORKS

VILLAGE: ASRON,

DISTT. SHAHID BHAGAT SINGH NAGAR (NAWANSHAHR)

PUNJAB-144533

CIN : L50101PB1983PLC005516

CONTACT : (91)-1881-270260/270155

EMAIL : [investors@smlisuzu.com](mailto:investors@smlisuzu.com)

WEBSITE: [www.smlisuzu.com](http://www.smlisuzu.com)

## CORPORATE OFFICE

SCO 204-205, SECTOR 34-A, CHANDIGARH-160022

CONTACT : 0172- 2647700-02

## REGISTRAR AND TRANSFER AGENT

M/S MCS SHARE TRANSFER AGENT LIMITED

UNIT: SML ISUZU LIMITED

179-180, DSIDC SHED, 3RD FLOOR,

OKHLA INDUSTRIAL AREA, PHASE - I, NEW DELHI - 110020

TEL: 011-41406149 FAX: 011-41709881

EMAIL: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)

## BOARD OF DIRECTORS

### MR. VINOD KUMAR SAHAY

Executive Chairman

### DR. VENKATARAMAN SRINIVAS

Executive Director & CEO

### MR. CHANDRA SHEKHAR VERMA

Independent Director

### MR. RAVI VENKATRAMAN

Independent Director

### MR. ARUN KUMAR MALHOTRA

Independent Director

### MS. SMITA MANKAD

Independent Director

### MS. MAHIMA CHUGH

Non-Executive Non-Independent Director

\*Appointed with effect from 2nd August, 2025 in casual vacancy caused due to resignation of M/s Walker Chandiok & Co LLP to hold office till the conclusion of 41st AGM. The Board recommends their appointment as Statutory Auditors for a further period of 5 years to hold office from the conclusion of 41st AGM till the conclusion of 46th AGM of the Company.

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**41ST ANNUAL GENERAL MEETING**

on Friday, 26th September, 2025

at 4:00 P.M. (IST) through

Video Conferencing / Other Audio Visual Means

## REPORT OF THE DIRECTORS

The Directors are pleased to present their Forty-first Annual Report together with audited financial statements for the financial year ended 31st March 2025.

### PERFORMANCE REVIEW

During FY 2024-25, the Indian economy recorded GDP growth of 6.5% supported by increased private consumption expenditure and a rebound in exports. The growth was largely driven by service sector with sub-sectors like financial services, IT, public administration and trade. Furthermore, the industrial sector, particularly construction, saw a significant boost. However, the growth rate during the year under review was lower as compared to previous year's 8.2% with reduced growth in Government expenditure and moderation in capital formation.

During the year under review, the domestic CV industry witnessed a marginal decline of 1.2%, with volumes of 956,671. Sale of Light Commercial Vehicles (LCVs) contracted by 2.0%, with volumes at 582,852, and Medium & Heavy Commercial Vehicles (M&HCVs) recorded a slight dip of 0.1%, with volumes at 373,819. The export of commercial vehicles has witnessed a robust growth of 23.0%, with volumes at 80,986.

**Against the above backdrop, sales volume of your Company for FY 2024-25 witnessed a growth of 3.1% to reach 14,221 vehicles against 13,797 vehicles sold during FY 2023-24.**

The demand for commercial vehicles during the year under review witnessed mixed response. While the bus segment grew due to increased passenger mobility and steady demand from school & staff segment, the truck segment recorded a decline because of high base effect, weak freight economics and adverse impact of General Elections on infrastructure activities in first half of the year.

With higher volumes and softer commodity prices, the Company's financial performance improved significantly, and **Your Company posted its highest ever Profit after tax of Rs. 121.67 crores for FY 2024-25.**

Financial highlights are given below::

(Rs. in Crores)

Year ended 31st March	2025	2024
<b>Sales Volume (No. of Vehicles)</b>	<b>14,221</b>	<b>13,797</b>
Sale of Products (Net) and Other Operating Revenues	2,398.99	2,195.93
<b>Profit before Other Income, Depreciation, Finance Costs and Tax</b>	<b>234.55</b>	<b>178.91</b>
Add: Other income	6.06	5.41
<b>Profit before Depreciation, Finance Costs and Tax</b>	<b>240.61</b>	<b>184.32</b>
Less: Depreciation and Amortization	48.35	47.52
<b>Profit before Finance Costs and Tax</b>	<b>192.26</b>	<b>136.80</b>
Less: Finance Costs	29.88	30.35
<b>Profit before tax</b>	<b>162.38</b>	<b>106.45</b>
Less: Tax (including deferred tax)	40.71	(1.43)
<b>Profit after tax</b>	<b>121.67</b>	<b>107.88</b>
Add: Other Comprehensive Income / (Loss) [net of tax]	(1.44)	(0.24)
<b>Total comprehensive income for the year</b>	<b>120.23</b>	<b>107.64</b>



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## **DIVIDEND**

Keeping in view the improved financial performance of the Company during FY 2024-25, the Directors have recommended Final Dividend of 180% (Rs. 18/- per equity share of Rs.10 each fully paid up) for financial year ended on 31st March 2025. The cash outflow on this account will be Rs. 26.05 crores.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the Board has approved and adopted a Dividend Distribution Policy, effective from 1st April, 2021. The policy is available on the Company's website at:

<https://smlisuzu.com/IN/investors/policies/corporate-policies>

## **DIVESTMENT BY PROMOTER / SIGNIFICANT PUBLIC SHAREHOLDER**

As the Members may be aware, subsequent to the year end, Sumitomo Corporation, Japan, promoter of the Company and Isuzu Motors Limited, Japan, a public shareholder on 26th April, 2025 entered into a Share Purchase Agreements ("SPAs") with Mahindra & Mahindra Limited (M&M), a public listed entity, to sell their respective equity stake in the Company.

Pursuant to the aforesaid SPAs, M&M, on 1st August 2025, has completed the acquisition of (a) 63,62,306 equity shares constituting 43.96% of the equity share capital of the Company from Sumitomo Corporation and (b) 21,70,747 equity shares constituting 15.00% of the equity share capital of the Company from Isuzu Motors collectively aggregating to 85,33,053 equity shares constituting 58.96% of the existing share capital of the Company. Accordingly, M&M has acquired sole control of the Company and has been classified as a 'Promoter' of the Company w.e.f. 1st August, 2025.

Further, in accordance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, M&M has announced an open offer for acquisition of up to 26.0% of the equity share capital of the Company, for cash consideration, from the eligible public shareholders of your Company.

Members may also note that consequent to the aforesaid transaction, your Company is now a subsidiary of M&M Limited w.e.f. 1st August, 2025.

Your Directors believe that the acquisition of this majority stake by M&M will usher in a new era of growth, innovation and progress for all the stakeholders of your Company.

Consequently, with the change in control due to this acquisition, the Board of your Company has been reconstituted, which is provided separately in the Board Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis, which also covers the state of the Company's affairs, forms a part of this report.

## **CORPORATE GOVERNANCE**

A report on corporate governance together with the Certificate from M/s. A. Arora & Co., a proprietorship Company Secretaries firm, confirming compliance with corporate governance norms as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report.

## **INDUSTRIAL RELATIONS**

Industrial relations and work atmosphere remained cordial throughout the year with sustained communication and engagement with workforce through various forums.

## **SAFETY, HEALTH AND ENVIRONMENT**

The Company continues to demonstrate a strong commitment to safety, health and environment which have been adopted as core organizational values. The Company ensures safety and audits its facilities in accordance with statutory and regulatory requirements. The Directors review these areas periodically through reports and presentations made at the Board Meetings.

The Company actively engages employees in SHE (Safety, Health & Environment) initiatives. Employees are continuously made aware of hazards / risks associated with their job, and their knowledge and skills are updated through requisite training, toolbox talks, safety drills to meet any emergency. Medical check-ups and eco-friendly activities are conducted periodically. Regular safety trainings are being conducted to promote awareness among all employees and stakeholders. Safe disposal of hazardous waste is ensured through recyclers / co-processors of hazardous waste. Effluent treatment plant and online monitoring systems have been installed for the treatment of trade & domestic effluents and the usage of treated water for other processes like green belt maintenance.

The Company has comprehensive emergency response plans, and regular drills are being conducted to ensure maintenance and check its emergency preparedness. Periodic safety audits are conducted to identify and mitigate potential risks.

The Company upholds ISO 9001:2015 (Quality Management System), IATF 16949:2016 (Automotive Quality Management System), ISO 27001:2022 (Information Security Management System), ISO 14001:2015 (Environmental Management System), ISO 45001:2018 (Occupational Health & Safety Management System) and ISO 50001:2018 (Energy Management System) certifications.

### **CURRENT BUSINESS ENVIRONMENT**

During Q1 FY 2025-26, the domestic industry witnessed a marginal decline of 0.6%, with total volumes at 223,215 vehicles compared to 224,575 in the same period last year. The passenger carrier segment recorded a growth of 7.7%, driven by sustained demand from schools and staff segment, increased intercity travel, and fresh government bus tenders. In contrast, the M&HCV truck segment registered a decline of 4.5%, primarily due to moderating freight movement, delayed infrastructure execution, and the impact of a high base effect. The LCV truck segment remained largely stable, posting a slight de-growth of 0.6%, reflecting stabilized replacement demand and softer rural freight activity. Exports delivered a notable performance with 23.4 % increase.

**During Q1 FY 2025-26, your Company's sales volume increased by 12.5% (from 4379 in Q1 2024-25 to 4926 in Q1 FY 2025-26). The Company's turnover for the first quarter was Rs. 845.9 crores and Profit before tax (PBT) was Rs. 89.6 crores against Q1 FY 2024-25 turnover of Rs. 746.0 crores and PBT of Rs. 62.0 crores.**

Current scenario and outlook for CV industry are discussed in detail in the Management Discussion and Analysis, which forms part of this report.

### **DIRECTORS**

During the financial year under review, the following changes took place in the board composition.

The Board at its Meeting held on 15th March, 2024, took note of the resignations of Mr. Masaki Morohoshi and Mr. Takuro Horikoshi, Non-Executive Non-Independent Directors, w.e.f. 31st March, 2024 and placed on record its deep appreciation for their valuable contributions to the Company.

The Board, on the recommendation of its Nomination & Remuneration Committee, appointed Mr. Ryusuke Miyake and Mr. Takahiro Jitoshō as Additional Directors of the Company w.e.f. 1st April, 2024, and their appointments were subsequently approved by the Members of the Company through a Postal Ballot on 23rd May, 2024.

The Board at its Meeting held on 2nd August, 2024, took note of the resignation of Mr. Takashi Nishida, Non-Executive Non-Independent Director, w.e.f. 8th August, 2024 and placed on record its deep appreciation for his valuable contributions to the Company.

The Board, on the recommendation of its Nomination & Remuneration Committee, appointed Mr. Tomoyuki Yamaguchi as an Additional Director of the Company w.e.f. 9th August, 2024, and his appointment was subsequently approved by the Members of the Company at 40th AGM of the Company held on 20th September, 2024.



The tenure of Mr. S.K. Tuteja, Independent Director and Chairman, was up to 21st September, 2024. The Board, at its Meeting held on 2nd August, 2024, placed on record its deep appreciation for his strong and inspirational leadership as Independent Director and Chairman, during his long association with the Company.

The tenure of Mr. Sudhir Nayar, Independent Director, was up to 21st September, 2024. The Board, at its Meeting held on 2nd August, 2024, placed on record its deep appreciation for his valuable contributions as Independent Director, during his long association with the Company.

Mr. C.S. Verma, Independent Director of the Company, was re-appointed for a second term of five (5) consecutive years w.e.f. 22nd September, 2024. Further, the Board appointed Mr. C.S. Verma as Chairman of the Company w.e.f. 22nd September, 2024 in place Mr. Tuteja.

Mr. Sanjeev Mehan was appointed as an Independent Director of the Company for a term of five (5) consecutive years w.e.f. 22nd September, 2024.

Further, as explained earlier in the Report, as per the terms of Share Purchase Agreements (SPAs) executed between erstwhile Promoter – Sumitomo Corporation (Sumitomo) and erstwhile Public Shareholder - Isuzu Motors Limited (Isuzu) with Mahindra & Mahindra Limited (M&M), representative Directors of Sumitomo and Isuzu have resigned from the directorship of the Company w.e.f. 1st August, 2025. Besides this, consequent to the change in control of the Company, Ms. Atima Khanna and Mr. Sanjeev Mehan, Independent Directors of the Company, have also tendered their resignations w.e.f. 1st August, 2025.

The Board, at its meeting held on 1st August 2025, placed on record its deep appreciation for the valuable contributions made to the Company by the outgoing Directors from Sumitomo - Mr. Ryusuke Miyake, Mr. Takahiro Jitoshio, Mr. Takashi Sakuma, and Mr. Yasushi Nishikawa; the Director from Isuzu - Mr. Tomoyuki Yamaguchi; and the Independent Directors - Ms. Atima Khanna and Mr. Sanjeev Mehan.

The Board, based on the recommendations of its Nomination & Remuneration Committee, at its Meeting held on 1st August, 2025, also considered and approved w.e.f. 1st August, 2025, the appointment of two (2) Whole-time Directors, one (1) Non-Executive Non-Independent Director and three (3) Independent Directors as detailed below:

a) Appointment of Mr. Vinod Kumar Sahay as an Additional Director w.e.f. 1st August, 2025, to hold office up to the date of the next Annual General Meeting of the Company and, thereafter, subject to the approval of the Members of the Company, as Whole-time Director of the Company designated as “Executive Director”, not liable to retire by rotation, for a term of three (3) consecutive years from 1st August, 2025 to 31st July, 2028 (both days inclusive). Further, the Board, at its meeting held on 2nd August, 2025, has appointed him as Chairman of the Company in place of Mr. C.S. Verma and, accordingly, re-designated him as Executive Chairman w.e.f. 3rd August, 2025.

b) Appointment of Dr. Venkataraman Srinivas as an Additional Director w.e.f. 1st August, 2025, to hold office up to the date of the next Annual General Meeting of the Company and, thereafter, subject to the approval of the Members of the Company, as Whole-time Director of the Company designated as “Executive Director and Chief Executive Officer”, liable to retire by rotation, for a term of three (3) consecutive years from 1st August, 2025 to 31st July, 2028 (both days inclusive).

c) Appointment of Ms. Mahima Chugh as an Additional Director w.e.f. 1st August, 2025, to hold office up to the date of the next Annual General Meeting of the Company and, thereafter, subject to the approval of the Members of the Company, as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

d) Appointment of Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad as an Additional Directors w.e.f. 1st August, 2025, to hold office up to the date of the next Annual General Meeting of the Company and, thereafter, subject to the approval of the Members of the Company, as Independent Directors of the Company, not liable to retire by rotation, for a term of three (3) consecutive years from 1st August, 2025 to 31st July, 2028 (both days inclusive).

Details of the Additional Directors appointed by the Board are provided in the Notice convening the ensuing Annual General Meeting of the Company, which forms a part of this Annual Report.

As the Board of your Company has been reconstituted w.e.f. 1st August 2025, there is no Director on the Board who is liable to retire by rotation at the ensuing Annual General Meeting of the Company.

All Independent Directors have given declaration to the Company that they meet the criteria of 'Independence' set out in the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. The Board is of the opinion that the Independent Directors of the Company hold the highest standards of integrity and possess the requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA").

### **KEY MANAGERIAL PERSONNEL**

The following have been designated as the Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) Mr. Junya Yamanishi, Managing Director & Chief Executive Officer (Up to 16th April, 2025)
- b) Mr. Yasushi Nishikawa, Managing Director & Chief Executive Officer (w.e.f 17th April, 2025 and ceased w.e.f. 1st August, 2025)
- c) Mr. Vinod Kumar Sahay, Executive Director (w.e.f. 1st August, 2025) and Executive Chairman (w.e.f. 3rd August, 2025)
- d) Dr. Venkataraman Srinivas, Executive Director & Chief Executive Officer (w.e.f. 1st August, 2025)
- e) Mr. Rakesh Bhalla, Chief Financial Officer (Earlier tenure was up to 31st May, 2026, which is now up to 30th September, 2025)
- f) Mr. Pushkar Patwardhan, Chief Financial Officer (w.e.f. 1st October, 2025)
- g) Mr. Parvesh Madan, Company Secretary

### **NOMINATION AND REMUNERATION POLICY**

Based on the recommendations of its Nomination & Remuneration Committee, the Board has adopted a Nomination and Remuneration Policy, which is attached as **Annexure A**.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Sumitomo Corporation, Japan, a body corporate, with 43.96% shareholding was the Promoter of the Company up to 1st August 2025. As explained earlier in the Report, on 1st August 2025, Sumitomo Corporation, Japan and Isuzu Motors Limited, Japan (a Public Shareholder) have transferred their respective equity stakes of 43.96% and 15% to Mahindra & Mahindra Limited and, consequently, the Company has become a subsidiary of Mahindra & Mahindra Limited w.e.f. 1st August, 2025. However, the Company does not have any Subsidiary, Joint Venture or Associate Company.

### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were at arm's length, in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There were no material transactions made by the Company during the year that would have required approval of the Members.

All related party transactions are placed before the Audit Committee for its approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature.

The Company has adopted a policy to deal with related party transactions as approved by the Board of Directors. It is available on the Company's website at the web link:

<https://smlisuzu.com/IN/investors/policies/corporate-policies>

In terms of Section 134(3) (h) of the Companies Act, 2013, there are no transactions to be reported in Form AOC-2. The details of the related party transactions as per Ind-AS, are set out in Note 36 to the Financial Statements.

### **EXTRACT OF ANNUAL RETURN**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the web link.

[https://smlisuzu.net/SMLI/FILES/annual\\_return\\_reports/2025-SML\\_Form\\_MGT\\_7\\_2025.pdf](https://smlisuzu.net/SMLI/FILES/annual_return_reports/2025-SML_Form_MGT_7_2025.pdf)

### **MEETINGS OF THE BOARD**

Five (5) Board Meetings were held during the year as detailed in the Corporate Governance Report which forms part of this report.

### **AUDIT COMMITTEE**

During the year, the Board, at its meeting held on 2nd August, 2024, appointed Mr. C.S. Verma as Chairman of the Audit Committee and Mr. Sanjeev Mehan as the Member of the Audit Committee w.e.f. 22nd September, 2024.

As on 31st March, 2025, the Audit Committee comprised - Mr. C. S. Verma (Independent Director) as Chairman, Ms. Atima Khanna (Independent Director) and Mr. Sanjeev Mehan (Independent Director) as Members.

With the change in the composition of the Board effective 1st August 2025, the Sub-Committees of the Board, including the Audit Committee, were reconstituted. The Audit Committee now comprises - Mr. Ravi Venkatraman (Independent Director) as Chairman, Mr. Arun Kumar Malhotra (Independent Director) and Mr. Vinod Kumar Sahay (Executive Chairman) as Members.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

### **PARTICULARS OF EMPLOYEES**

The information as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report is attached as **Annexure B**.

The disclosure as per Section 197 of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. That annexure is not being sent to the Members and others entitled to this Report and the financial statements, as provided in Section 136 (1) of the Companies Act, 2013. Any member interested in obtaining a copy of the said Annexure may write to the Company Secretary at [investors@smlisuzu.com](mailto:investors@smlisuzu.com).

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given any loans, guarantees or made any investments during the year, which would be covered by Section 186 of the Companies Act, 2013.

### **AMOUNTS PROPOSED TO BE CARRIED TO RESERVES**

No amount proposed to be transferred to General Reserves.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY**

No material changes have occurred or commitments made after 31st March, 2025, which may affect the financial position of the Company or require disclosure.

### **SUSTAINABILITY INITIATIVE**

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

## RISK MANAGEMENT

The primary objective of risk management is to protect the Company against risks to the value of the business, its capital and its continuity. To achieve the objective and for better governance, the Board has formulated a Risk Management Committee (RMC).

RMC is entrusted with the functions of determining the efficacy of risk management framework of the Company, evaluating risks and mitigating measures. The Company has adopted a Risk Management Policy based on the recommendations of RMC.

The Policy sets out key risk areas - financial risks (including risk to assets), commodity price risks, foreign exchange fluctuation risks, legislative and regulatory risks, environmental risks (including natural disasters), operational risks, IT & Cyber Security risks, risks relating to employment and manpower, and individual large transactional risks. The Policy also provides guidance for Business Continuity Plan. The Chief Risk Officer (CRO) identifies and proposes action in respect of all risks as and when any are perceived or foreseen or inherent in operations; analyses these and then reports to RMC for its review and guidance. The Directors also bring to the notice of, and caution, the Committee of a risk perceived by them.

## CORPORATE SOCIAL RESPONSIBILITY

As on 31st March, 2025, the Corporate Social Responsibility (CSR) Committee comprised three Directors - Ms. Atima Khanna (Independent Director) as Chairperson, Mr. Takahiro Jitosho (Non-Executive Non-Independent Director) and Mr. Junya Yamanishi (Managing Director & CEO) as Members.

During the year, the following changes were made to the CSR Committee:

- a) The Board, at its meeting held on 15th March, 2024 appointed Mr. Takahiro Jitosho, Non-Executive Non-Independent Director, as Member w.e.f. 1st April, 2024 in place of Mr. Takuro Horikoshi who resigned as Director of the Company w.e.f. 31st March, 2024.
- b) The Board, at its meeting held on 2nd August, 2024, appointed Ms. Atima Khanna, Independent Director, as Member and Chairperson w.e.f. 22nd September, 2024 in place of Mr. C.S. Verma, Independent Director.
- c) The Board, at its meeting held on 21st March 2025, appointed Mr. Yasushi Nishikawa, Managing Director & CEO, as Member w.e.f. 17th April 2025 in place of Mr. Junya Yamanishi who resigned as Managing Director & CEO w.e.f. 16th April, 2025.

With the change in the composition of the Board effective 1st August 2025, the Sub-Committees of the Board, including the CSR Committee, were reconstituted. The CSR Committee now comprises Mr. Arun Kumar Malhotra (Independent Director) as Chairman, Mr. C.S. Verma (Independent Director) and Ms. Mahima Chugh (Non-Executive Non Independent Director) as Members.

On the recommendations of its CSR Committee, the Board has adopted Company's policy on CSR with key thrust areas defined as - promoting healthcare and sanitation, supporting education of girl child and underprivileged children, sponsoring vocational education/ technical education, supporting deserving sportspersons, etc.

Annual Report on CSR activities for the year ended 31st March, 2025 is attached as **Annexure C**.

## BOARD EVALUATION

Pursuant to the provisions of the Companies Act and Listing Regulations, performance evaluation of the Board and its Committees and all the Directors was undertaken, and the details are covered in the Corporate Governance Report.

## CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year.

## SHARE CAPITAL

There was no change in the Company's issued, subscribed and paid-up equity share capital during the year. Further, the Company has not issued any sweat equity shares or equity shares with differential rights during the year under review. There is no stock option scheme for the employees.



## **DEPOSITS**

During the year, the Company has not accepted any deposit under Chapter V of the Companies Act, 2013.

## **SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS**

To the best of our knowledge, the Company has not received any such orders from regulators, courts or tribunals or any other authority during the year, which may impact the going concern status of the Company or its operations in future.

## **OTHER CONFIRMATIONS**

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016. Further, during the year under review, there was no one-time settlement with any Bank or Financial Institution.

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to women at the workplace and prevent and redress complaints of sexual harassment and matters connected or incidental thereto, with the objective of providing a safe working environment. The Company has Internal Complaint Committee(s) for its Plant, Corporate Office and other locations in accordance with the Act, to enquire into complaints and take appropriate action.

The Company has not received any complaint of sexual harassment during the year.

## **VIGIL MECHANISM /WHISTLE BLOWER POLICY**

The Company has adopted a whistle blower policy to provide formal mechanism for the Directors, Employees and Business Associates of the Company to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or to report genuine concerns or grievances including instances of leak or suspected leaks of unpublished price sensitive information pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015. It provides for adequate safeguards against victimization of Directors, Employees and any other person who avails of the mechanism and provides for direct access to the Chairman of the Audit Committee.

The Company received one (1) complaint during the year, which was duly investigated and appropriate action(s) taken subsequent to the year end (Refer Note 45 to Financial Statements).

Whistle Blower Policy of the Company is available on the Company's website at the web link: <https://smlisuzu.com/IN/investors/policies/corporate-policies>

## **SECRETARIAL STANDARDS**

The Company has duly complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3) (c) and 134(5) of the Companies Act, 2013, the Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2025, the applicable accounting standards have been followed and proper explanations provided relating to material departures, if any;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for the year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; they have prepared the annual accounts on a going concern basis;

- (d) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of familiarization programme for Independent Directors in respect of their roles, rights & responsibilities, nature of the industry in which Company operates, business model of the Company and related matters are available on the website of the Company at web link:

[https://smlisuzu.com/storage/uploads/finance\\_reports/SML-ID-Familiarization-programme-2025.pdf](https://smlisuzu.com/storage/uploads/finance_reports/SML-ID-Familiarization-programme-2025.pdf)

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s A. Arora & Co., a proprietorship Company Secretaries firm, was appointed as the Secretarial Auditors of the Company to carry out the Secretarial Audit of the Company for FY 2024-25.

The Secretarial Audit Report, for the year under review, does not contain any qualification and is attached as **Annexure D**.

Pursuant to Regulation 24A and other applicable provisions of the Listing Regulations and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, the Board, on the recommendation of its Audit Committee, have approved and recommended the appointment of M/s A. Arora & Co., a proprietorship Company Secretaries firm (Certificate of Practice No. 993), having a Peer Review Certificate (2120/2022 valid up to 31.05.2027) as Secretarial Auditors of the Company for a term of five (5) consecutive years to hold office from FY 2025-26 to FY 2029-30, for approval of the Members at ensuing AGM of the Company. Brief profile and other details of M/s A. Arora & Co. are separately disclosed in the Notice of the ensuing AGM.

M/s A. Arora & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and the Listing Regulations.

#### **INTERNAL AUDITORS**

M/s. S. Tandon & Associates, Chartered Accountants (Firm Registration No. 006388N), was appointed as the Internal Auditors of the Company for three years commencing from FY 2023-24 to FY 2025-26.

#### **STATUTORY AUDITORS**

M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) (hereinafter WCC), were appointed as the Statutory Auditors of the Company, at its 36th Annual General Meeting held on 24th August, 2020, for a period of five (5) years.

Auditors' Report to the Members of the Company for the year under review does not contain any qualification.

On 1st August, 2025, the Company received resignation from WCC, wherein they communicated that consequent to the change in control from the erstwhile promoter Sumitomo Corporation to Mahindra & Mahindra Limited, they have found themselves in a position of conflict of interest with respect to the Company and, accordingly, resigned as Statutory Auditors of the Company with immediate effect. This resulted in a casual vacancy in the office of Statutory Auditors under Section 139 of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on 2nd August, 2025, appointed M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022) (hereinafter B S R) as Statutory Auditors of the Company to hold office w.e.f. 2nd August, 2025 until the conclusion of 41st AGM of the Company to fill the casual vacancy arising from resignation of WCC.

Further, the Board, subject to the approval of the Members at the ensuing AGM of the Company, recommended the appointment of B S R as Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of 41st AGM until the conclusion of 46th AGM of the Company.

#### **INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS**

Based on the work performed by the internal, statutory and secretarial auditors and the reviews carried out by the Management and the relevant Board Committees, the Directors are of the opinion that the Company has in place, adequate internal financial controls, with reference to financial statements, commensurate with the size and nature of the business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The required information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in the Companies Act, 2013 is attached as **Annexure E**.

#### **COST RECORDS**

There are no cost records which are prescribed under Section 148(1) of the Companies Act for any of the products manufactured / services rendered by the Company.

#### **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)**

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a Business Responsibility & Sustainability Report for FY 2024-25 is attached as **Annexure F** and forms part of this Report.

#### **ACKNOWLEDGMENTS**

Your Directors express their grateful appreciation for the co-operation received from the concerned Government departments, banks, dealers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the employees of the Company at all level.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**C.S.VERMA**  
Chairman  
(DIN: 00121756)

**Dated:** 2nd August, 2025

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. INDUSTRY REVIEW

The domestic commercial vehicle (CV) industry registered a marginal decline of 1.2% in FY 2024–25 with a volume of 956,671 vehicles (previous year: 968,770) against flat growth of 0.6 percent in FY 2023-24. This marginal contraction was primarily due to the high base effect, adverse impact of General Elections on infrastructure projects and elevated interest rates for most of the year. Notably, the bus segment remains a bright spot, and robust export growth emerged as a key pillar supporting overall industry performance.

The Medium & Heavy Commercial Vehicle (M&HCV) truck segment declined by 4.0%, with sales at 307,491 vehicles (previous year: 320,244), primarily attributed to a high base effect, slowdown in infrastructure activities in first half of the year due to General Elections, and subdued freight rates coupled with moderated fleet utilization.

The Light Commercial Vehicle (LCV) truck segment witnessed a contraction of 2.8%, with volumes at 528,045 vehicles (previous year: 543,008), impacted by the high base effect, sustained slowdown in e-commerce-led last-mile delivery demand and competition from electric three-wheelers (e3Ws).

In contrast, the bus segment registered significant growth of 14.8% with volumes reaching 121,135 vehicles against 105,518 in FY 2023-24, driven by increased passenger mobility, steady demand for school and staff transportation, and replacement demand from State Road Transport Undertakings supported by scrappage of old vehicles.

On the export front, CV volumes surged by 23.0%, reaching 80,986 vehicles, up from 65,818 vehicles in the previous year. This growth was driven by improved demand in key overseas markets, supported by strong government initiatives and enhanced market access through trade agreements, and the cost competitiveness of Indian offerings particularly in Africa, the Middle East, and neighboring South Asian countries such as Bangladesh and Nepal.

**The Company's sales volume reached 14,221 vehicles in FY 2024-25 (13,797 vehicles in FY 2023-24) – up 3.1%.**

Segment	Domestic			Exports		
M&HCVs	2024-25	2023-24	% Change	2024-25	2023-24	% Change
Trucks	3,07,491	3,20,244	-4.0	12,015	8,211	46.3
Buses	66,328	53,768	23.4	11,236	10,014	12.2
<b>Total M&amp;HCVs-A</b>	<b>3,73,819</b>	<b>3,74,012</b>	<b>-0.1</b>	<b>23,251</b>	<b>18,225</b>	<b>27.6</b>
LCVs						
Trucks	5,28,045	5,43,008	-2.8	52,846	43,962	20.2
Buses	54,807	51,750	5.9	4,889	3,631	34.6
<b>Total LCVs-B</b>	<b>5,82,852</b>	<b>5,94,758</b>	<b>-2.0</b>	<b>57,735</b>	<b>47,593</b>	<b>21.3</b>
<b>Total (A+B)</b>	<b>9,56,671</b>	<b>9,68,770</b>	<b>-1.2</b>	<b>80,986</b>	<b>65,818</b>	<b>23.0</b>

Source: SIAM Report March 2025



## 2. INDUSTRY OUTLOOK

During Q1 FY 2025–26, the CV industry witnessed a marginal decline of 0.6%, with total volumes at 223,215 vehicles compared to 224,575 in the same period last year. The passenger carrier segment recorded a growth of 7.7%, driven by sustained demand from schools and staff segment, increased intercity travel, and fresh government bus tenders. In contrast, the M&HCV truck segment registered a decline of 4.5%, primarily due to moderating freight movement, delayed infrastructure execution, and the impact of a high base effect. The LCV truck segment remained largely stable, posting a slight de-growth of 0.6%, reflecting stabilized replacement demand and softer rural freight activity. Export delivered a notable performance with 23.4% increase.

According to industry experts, the Indian commercial vehicle (CV) industry is expected to see a moderate recovery in FY2025-26. The growth in FY 2025-26 is expected to be driven by a combination of factors such as improvements in construction and infrastructure activities, favourable monsoon predictions, better financing conditions, sustained rural demand, and replacement demand prompted by aging fleets and incentives under the Government's scrappage policy. Further, the reduction in interest rates is likely to lower financing costs thereby enhancing affordability for buyers and supporting overall demand. Ongoing government initiatives in infrastructure development, increased budgetary allocations, and enhanced highway connectivity are expected to drive growth in the coming years.

The M&HCV truck category is expected to witness a marginal growth in FY 2025-26. The Government's renewed focus on infrastructure development is expected to stimulate demand for commercial vehicles. The rollout of stalled projects and increased capital outlay in roads, logistics, and urban mobility should support medium and heavy commercial vehicle (M&HCV) demand.

Light commercial vehicles (LCVs) trucks are expected to witness a moderate recovery in FY 2025-26, driven by an improving economic environment and ongoing recovery in the e-commerce segment, which are likely to remain the key drivers for the segment.

Bus segment is expected to continue its growth trajectory in FY 2025-26 supported by strong replacement demand expected from State Road Transport Undertakings with phasing out of older government vehicles and steady demand anticipations from schools and offices.

However, timely execution of infrastructure projects, an uncertain global environment, commodity price fluctuations, and interest rate movements remain critical factors to be monitored for the industry.

While the near-term outlook for the domestic CV industry remains cautious due to regulatory cost pressures, demand moderation in select segments, and evolving freight economics, the long-term fundamentals remain intact.

## 3. COMPANY PERFORMANCE

During FY 2024-25, the Company achieved a sales volume of **14,221 vehicles, compared to 13,797 in the previous year – an increase of 3.1%**, primarily due to higher sales of Passenger vehicles. A break up of sales volume is given below:

(Nos.)

	2024-25	2023-24
Passenger vehicles (buses)	10,006	9,472
Cargo vehicles (trucks)	4,215	4,325
<b>Total</b>	<b>14,221</b>	<b>13,797</b>

To enhance truck sales, the Company continues to focus on retail-based BTL (Below-the-Line) activities, expand its distribution network, strengthen review mechanisms, and provide comprehensive training to field teams to equip them with extensive market and competitive knowledge.

Total Income for FY 2024-25 was Rs. 2,405.1 crores against Rs. 2,201.3 crores in the previous year, as detailed below:

(Rs. in Crores)

	2024-25	2023-24
Sale of Vehicles	2,244.0	2,058.7
Sale of Spare Parts	134.7	121.0
Other operating income	20.3	16.2
Other income	6.1	5.4
<b>Total Income</b>	<b>2,405.1</b>	<b>2,201.3</b>

Material cost at 75.8% (77.1%) of total income was lower, primarily due to the product mix, higher per-vehicle realization and softening of commodity prices during the year.

Employee costs at Rs. 206.3 crores (Rs. 195.7 crores) as a percentage to total income was lower at 8.6% (8.9%), mainly due to increase in sales revenue.

Marketing cost (including allowance for doubtful trade receivables, bad debts / advances written off, packing & freight, warranty and sales promotion) at Rs. 79.8 crores (Rs. 73.4 crores) remained at last year level of 3.3% of total income.

Other operating & administrative expenses at Rs. 56.2 crores (Rs. 50.6 crores) made up 2.3% (2.3%) of total income, same as last year.

Depreciation charge stood at Rs. 48.4 crores (Rs. 47.5 crores).

Operating profit increased to Rs. 240.6 crores, representing 10.0% of total income, up from Rs. 184.3 crores (8.4% of total income) last year, owing to higher sales volumes and effective cost management.

Finance costs were at Rs. 29.9 crores (Rs. 30.4 crores).

As a result of above, Profit before tax rose to Rs. 162.4 crores (6.8% of total income) compared to the previous year's Rs. 106.5 Crores (4.8% of total income). Profit after tax was Rs. 121.7 crores (Rs. 107.9 crores), which translates to an earnings per share of Rs. 84.08 (Rs. 74.54).

Net worth of the Company as of 31st March, 2025 was Rs. 382.7 crores (Rs. 285.6 crores as on 31st March 2024) made up of equity component of Rs. 14.5 crores (Rs. 14.5 crores) and other equity of Rs. 368.2 crores (Rs. 271.1 crores).

Year-end short-term and long-term borrowings (term loans including current maturities) from banks stood at Rs. 225.0 crores (Rs. 350.0 crores) and Rs. 96.7 crores (Rs. 65.6 crores) respectively. Property, Plant & Equipment including Capital Work-in-progress, right of use assets, intangible assets under development and Intangible assets stood at Rs. 380.5 crores (Rs. 351.1 crores).

Inventories at the year-end stood at Rs. 578.0 crores, marginally decreasing from last year's level of Rs. 579.7 crores.

Year-end trade receivables were at Rs. 265.3 crores (Rs. 169.0 crores) and trade payables were Rs. 370.1 crores (Rs. 331.9 crores).

Cash & Bank Balances (including Fixed Deposits with Banks) were Rs. 19.8 crores (Rs. 48.7 crores).

## KEY FINANCIAL RATIOS

Particulars	Year ended		
	31 March 2025	31 March 2024	Change %
(i) Debtors Turnover	11.05	17.95	- 38.4%
(ii) Inventory Turnover	3.15	3.39	- 7.1%
(iii) Interest Coverage Ratio	8.05	6.07	32.6%
(iv) Current Ratio	1.17	1.01	16.3%
(v) Debt Equity Ratio	0.84	1.46	- 42.2%
(vi) Operating Profit Margin (%)	10.03%	8.39%	19.5%
(vii) Net Profit Margin (%)	5.07%	4.91%	3.2%
(viii) Return on Net worth (%)	35.98%	46.44%	- 22.5%

### Reason for variation of 25% or more in Key Financial Ratio:

Debtors turnover ratio declined mainly due to a higher level of trade receivables as at 31 March 2025, resulting from increased sales in the last quarter.

Due to higher earnings before depreciation, finance costs and tax, the interest coverage ratio is high.

With the reduction in short term debt and an increase in total equity on account of profit during the year, the Debt Equity ratio has improved compared to previous year.

## 4. INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company conducts its affairs within the framework of well-defined business plans, which provide appropriate guidance and direction to its employees. The Annual Business Plan for each fiscal year is formulated based on well-defined processes and is approved by the Board of Directors. Finance & Accounts function is adequately staffed by professionally qualified and experienced personnel.

The Company has an effective reporting and monitoring system, which is regularly reviewed at the meetings of the Audit Committee and the Board while considering quarterly business performance. Business projections are revised in relation to market expectations, and appropriate actions are taken by the Management to offset adverse changes to the extent possible. Policies and procedures have been laid down to provide reasonable assurance that assets are safeguarded from risks of unauthorized use or disposition and that transactions are recorded and reported with propriety, accuracy and speed. These aspects of operations are regularly reviewed and verified by the Internal Auditors and the Statutory Auditors.

The Internal Auditor has carried out an audit based on the Internal Audit Plan, as approved by the Audit Committee which also covers testing of established internal controls and standard operating procedures. Significant observations of the Auditors are presented to the Audit Committee for its consideration and guidance. The Audit Committee also reviews the adequacy and effectiveness of the Company's internal financial controls.

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## 5. HUMAN RESOURCES

The Company is committed to attracting top talent, fostering an engaging workplace, retaining high performers, and strengthening organizational commitment among employees. Raising employees' involvement in the decision-making process and grooming them for leadership positions has been an ongoing process. Industrial relations and the work atmosphere remained cordial throughout the year, with sustained communication and engagement with the workforce through various forums. Employee strength as of 31st March, 2025, was 990 (957).

## 6. OPPORTUNITIES AND THREATS

The long-term outlook for the Indian commercial vehicle industry remains intact. The sustained push in infrastructure development with higher infrastructure capital outlay in the recent budgetary allocation, a steady increase in mining activities and the improvement in roads/highway connectivity are expected to support volumes going forward.

Key projects such as Bharatmala Pariyojana, Gati Shakti Master Plan, dedicated freight corridors, and smart city developments are already translating into higher freight movement and transport demand. Moreover, rising rural and semi-urban consumption, and the shift towards organized fleet operations are creating new opportunities in both M&HCV and LCV segments.

The Government's ongoing focus on scrappage of old vehicles, cleaner mobility, and emission regulations is also expected to generate strong replacement demand, particularly from aging fleet segments. Expanding mining & construction activities, along with multi-modal logistics park development, are likely to support volumes in the truck segment.

Bus demand is expected to grow further, driven by continued investments in public transport, steady demand from schools, staff segment and tourism. Government initiatives promoting cleaner, safer, and more efficient buses especially through various schemes will further accelerate the adoption of electric and CNG buses, strengthening the segment's medium to long-term outlook.

The Company sees good opportunities in special application vehicles such as 4-wheel-drive transport vehicles for defence and paramilitary forces (including state police), water tankers for rural areas and municipal corporations, dual-cabin trucks for specialized applications, and GS ambulances, which are expected to drive volumes.

Exports to neighboring countries is improving, supported by the Government of India's initiatives and revival of demand in these countries. Expanding trade ties with regions like Africa, ASEAN, and the Middle East is enhancing market accessibility. In line with this, the Company has started exports to African countries including Angola, Gabon, Senegal, Guinea, and Algeria. Further, efforts are underway to tap additional high potential markets with rising demand for commercial vehicles. The favorable export environment in Bangladesh, Nepal, Sri Lanka, Ghana and Bhutan is expected to improve the Company's export business.

The growing shift towards electric vehicles, driven by rising fuel costs, environmental regulations, and government support, is creating strong opportunities. The Company is preparing to tap this opportunity through focused product development and strategic readiness. Recently, the Company has also displayed its Electric Bus at Auto Expo 2025.

Uncertain global environment, volatile commodity prices, supply chain disruptions, the availability of skilled manpower especially in emerging technologies, etc. will remain a challenge for the CV industry.

Key challenges, during the current fiscal and going forward, for the Company would be to expand its product portfolio, capacity utilization, enhance operational efficiencies, and comply with the new regulatory requirements announced by the government.



## 7. BUSINESS RISKS AND CONCERNS

The demand for commercial vehicles is highly sensitive to macroeconomic conditions, including GDP growth, infrastructure spending, freight movement, interest rates, fuel and commodity prices, tax and emission regulations, etc. Unfavourable trends in any of these factors pose a risk of demand contraction for commercial vehicles.

In recent years, the CV Industry has seen a series of regulatory changes, requiring substantial capital expenditure and product redesign. In FY 2022-23, CV Industry implemented BS6-IOBD2 (Integrated On-board Diagnostics for both CNG and Diesel vehicles) and Electronic Stability Control (ESC) which had significantly impacted the cost of production due to changes in product designs, additional/modified components, and an increase in other costs. During FY 2023-24, the CV Industry implemented the Fire Alarm & Protection System (FAPS) in school buses, which has significantly increased the production cost due to modifications in designs and additional investment in new technologies, components, and manufacturing processes up-gradations.

The Government has now mandated the inclusion of factory-fitted air-conditioning (AC) units in truck cabins. This required significant structural modifications to cabin design, upgradation of manufacturing processes, and the sourcing of additional components. It will increase production costs and, consequently, impact vehicle prices.

Frequent regulatory changes have heightened cost pressures on OEMs, posing significant challenges to demand sustainability, especially in price-sensitive market segments.

Another emerging concern is the transition towards electric mobility and sustainability practices. While this transition presents long-term opportunities, it also poses significant challenges in terms of substantial investments in R&D, battery technology, high upfront costs for electric vehicles, limited charging infrastructure, and skill gaps in electric vehicle service and maintenance ecosystems.

Moreover, ongoing global geopolitical issues, volatility in input costs, supply chain disruptions, high base effect and the availability of skilled manpower continue to be operational risks for the industry.

To address the above challenges, the Company continues to focus on product development & up-gradation, innovative and cost-effective technological solutions, low-cost automation, better after-sales service, customer engagement through various activities, reforming the distribution network, and cost optimization across its operations to remain competitive in the market.

The Risk Management Committee of the Board actively monitors these evolving risks and therefore, regularly evaluates the company's risk mitigation framework to ensure readiness for current and emerging challenges in the business environment.

## 8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

## CORPORATE GOVERNANCE REPORT

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company follows principles of good corporate governance, disclosure and transparency, giving due attention to core values and ethics. It considers itself the custodian and trustee of all its stakeholders. It seeks corporate excellence by offering quality vehicles and service to customers, fostering team spirit amongst employees through their continuous involvement and participation in decision making processes, and placing high emphasis on their integrity and commitment to the Company.

### II. BOARD OF DIRECTORS

#### a) Composition of the Board

##### As on 31st March, 2025

The composition of the Board of Directors ("Board") conforms to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with three Non-Executive Independent Directors, including the Chairman and a woman Director; four Non-Executive Non-Independent Directors and one Managing Director & Chief Executive Officer. Out of total four Non-Executive Non-Independent Directors, three are from the Promoter group, Sumitomo Corporation, Japan and one is from Isuzu Motors, Japan, the Company's technical adviser and having 15% shareholding in the Company. All Directors are qualified professionals with expertise in their own fields and have vast knowledge and experience in business and administration. No Directors are inter-se related to each other. The Managing Director & CEO is a professional and has been an employee of the Company's Promoter group - Sumitomo Corporation.

During the year ended 31st March, 2025 :

- 1) Mr. Masaki Morohoshi and Mr. Takuro Horikoshi, Non-Executive Non-Independent Directors, resigned from the Board w.e.f. 31st March, 2024. Consequently, Mr. Ryusuke Miyake and Mr. Takahiro Jitosho were appointed on the Board as Non-Executive Non-Independent Directors w.e.f. 1st April, 2024.
- 2) Mr. Takashi Nishida, Non-Executive Non-Independent Director, resigned from the Board w.e.f. 8th August, 2024. Consequently, Mr. Tomoyuki Yamaguchi was appointed on the Board as Non-Executive Non-Independent Director w.e.f. 9th August, 2024.
- 3) Mr. S.K. Tuteja, Independent Director & Chairman and Mr. Sudhir Nayar, Independent Director, upon completion of their second term, ceased to be Directors of the Company w.e.f. 21st September, 2024.
- 4) Mr. C.S. Verma, Independent Director, was re-appointed for a second term of five (5) years. Further, he was appointed as the Chairman of the Company, w.e.f. 22nd September, 2024 in place of Mr. S.K. Tuteja.
- 5) Mr. Sanjeev Mehan was appointed as Independent Director of the Company for a term of five (5) years w.e.f. 22nd September, 2024.

##### With effect from 1st August, 2025

As per the terms of Share Purchase Agreements (SPAs) executed on 26th April, 2025, between erstwhile Promoter – Sumitomo Corporation (Sumitomo) and erstwhile Public Shareholder - Isuzu Motors Limited (Isuzu) with Mahindra & Mahindra Limited (M&M), upon transfer of shares by Sumitomo & Isuzu in favour of M&M, representative Directors of Sumitomo and Isuzu resigned w.e.f. 1st August, 2025. Besides this, consequent to the change in control of the Company, Ms. Atima Khanna and Mr. Sanjeev Mehan, Independent Directors of the Company, have also tendered their resignations w.e.f. 1st August, 2025.

The Board, on the recommendations of its Nomination & Remuneration Committee, at its Meeting held on 1st August, 2025, considered and approved the appointment of two (2) Whole-time Directors, one (1) Non-Executive Non-Independent Director and three (3) Independent Directors w.e.f. 1st August, 2025 as detailed below:

1. Mr. Vinod Kumar Sahay as Whole-time Director of the Company designated as "Executive Director", not liable to retire by rotation.

2. Dr. Venkataraman Srinivas as Whole-time Director of the Company designated as "Executive Director and Chief Executive Officer", liable to retire by rotation.
3. Ms. Mahima Chugh as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
4. Mr. Ravi Venkatraman as Non-Executive Independent Director, not liable to retire by rotation.
5. Mr. Arun Kumar Malhotra as Non-Executive Independent Director, not liable to retire by rotation.
6. Ms. Smita Mankad Non-Executive Independent Director, not liable to retire by rotation.

With the change in the composition of the Board, Mr. Vinod Kumar Sahay has been appointed as Chairman of the Company w.e.f. 3rd August, 2025 in place of Mr. C. S. Verma, who will continue as an Independent Director on the Board. Mr. Sahay was then re-designated as Executive Chairman of the company w.e.f. 3rd August, 2025.

With the appointment of an Executive Director as the Chairman of the Company, half of the Board now comprises of Non-Executive Independent Directors including a Woman Director. The composition of the Board, with four Independent Directors, including a woman Director; one Non-Executive Non-Independent Director and two Whole-time Directors designated as Executive Chairman and Executive Director & Chief Executive Officer, conforms with the Listing Regulations.

Details of the above-mentioned Additional Directors, who are proposed to be appointed as Directors at the ensuing Annual General Meeting of the Company, are provided in the Notice convening the AGM, which forms an integral part of this Annual Report.

All Independent Directors were appointed in accordance with the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company and can be accessed from the weblink - <https://smlisuzu.com/storage/uploads/listOfDirectors/SML-Independent-Directors-Terms-of-Appointment.pdf>. All the Independent Directors have declared to the Company that they meet the criteria of 'independence' set out in the Listing Regulations and the Companies Act, 2013. The Board of Directors, based on the declarations received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the Management of the Company.

The Board periodically reviews and approves overall strategy, gives guidelines and directions to and oversees the functioning of the Management to ensure that the objectives of the Company are met and its core values sustained.

## **b) Meetings of the Board**

Annual calendar of Board meetings is agreed at the beginning of the year.

Detailed agenda is sent to each Director / Committee Member prior to a meeting, including, as appropriate, the operating and financial performance statements of the Company. The Board reviews strategy and business plans, the efficacy of risk management framework, annual operating and capital expenditure budgets, investment and exposure limits, quarterly / half-yearly / annual operating performance and financial results, compliance reports of the laws applicable to the Company and minutes of meetings of the Committees of the Board and other significant matters.

## **Information on Meetings, Attendance and Membership**

During the year, five (5) Board Meetings were held on 23rd May, 2024, 2nd August, 2024, 11th November, 2024, 7th February, 2025, and 21st March, 2025. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

- i. **The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on 31st March, 2025 are given below:**

Name of Director (DIN)	Category	Board Meetings during 2024-25		Attendance at the AGM held on 20.09.2024	Directorships in public Companies* excluding SML ISUZU LIMITED (as on 31.03.2025)	No. of Committee Positions in Public Companies # including SML ISUZU LIMITED (as on 31.03.2025)	
		Meetings Held	Board Meetings Attended			Chairman	Member
Mr. Chandra Shekhar Verma (00121756)	Non-Executive Independent	5	5	Yes	5	4	5
Ms. Atima Khanna (07145114) Refer Note 2	Non-Executive Independent	5	5	Yes	5	2	5
Mr. Sanjeev Mehan (00224016) Refer Note 2	Non-Executive Independent	3	3	NA	-	1	2
Mr. Ryusuke Miyake (10569281) (appointed w.e.f 01.04.2024) Refer Note 2	Non-Executive-Non-Independent	5	5	Yes	-	-	-
Mr. Takahiro Jitosho (10551351) (appointed w.e.f .01.04.2024) Refer Note 2	Non-Executive-Non-Independent	5	5	Yes	1	-	-
Mr. Takashi Sakuma (09113520) Refer Note 2	Non-Executive-Non-Independent	5	5	Yes	-	-	1
Mr. Tomoyuki Yamaguchi (10733078) (appointed w.e.f 09.08.2024) Refer Note 2	Non-Executive-Non-Independent	3	2	No	-	-	-
Mr. Junya Yamanishi (09174162) (Managing Director & CEO) Refer Note 1	Executive-MD & CEO	5	5	Yes	-	-	1
Mr. Surender Kumar Tuteja Chairman (00594076) (ceased w.e.f. 21.09.2024)	Non-Executive Independent	2	2	Yes	NA	NA	NA
Mr. Sudhir Nayar (00200415) (ceased w.e.f. 21.09.2024)	Non-Executive Independent	2	2	Yes	NA	NA	NA
Mr. Takashi Nishida (09699655) (ceased w.e.f 08.08.2024)	Non-Executive-Non-Independent	2	2	NA	NA	NA	NA

**Note 1** – Mr. Junya Yamanishi resigned as Director and Managing Director & CEO of the Company w.e.f. 16th April, 2025 and in place of him, the Board, at its meeting held on 21st March 2025, appointed Mr. Yasushi Nishikawa as Director and Managing Director & CEO w.e.f. 17th April, 2025.

**Note 2** - As per the terms of Share Purchase Agreements (SPAs) executed on 26th April, 2025, between erstwhile Promoter – Sumitomo Corporation (Sumitomo) and erstwhile Public Shareholder - Isuzu Motors Limited (Isuzu) with Mahindra & Mahindra (M&M), upon transfer of shares by Sumitomo and Isuzu in favour of M&M, representative Directors of Sumitomo and Isuzu – Mr. Ryusuke Miyake, Mr. Takahiro Jitosho, Mr. Takashi Sakuma, Mr. Tomoyuki Yamaguchi and Mr. Yasushi Nishikawa resigned w.e.f. 1st August, 2025. Besides this, consequent to the change in control of the Company, Ms. Atima Khanna and Mr. Sanjeev Mehan, Independent Directors of the Company, also tendered their resignations w.e.f. 1st August, 2025.

\*Excludes Directorships in Private, Associates, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013



- # Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for Committee positions.
- a) None of the Directors is a member of more than 10 committees and chairman of more than 5 committees (as specified in the Listing Regulations), across all the Public Companies in which he is a Director.
- b) The Senior Management personnel have made disclosures to the Board confirming that there is no material, financial and/or commercial transactions between them and the Company which would have potential conflict of interest with the Company at large.
- c) As on 31st March, 2025, none of the Directors is shareholder of the Company.
- d) None of the Directors acts an Independent Director in more than 7 listed Companies or 3 listed Companies in case he/she serves as a whole time Director in any listed Company.
- e) None of the Directors of the Company are inter-se related to each other.
- ii. **Details of Directors holding Directorship in Listed Entities including SML Isuzu Limited and the category of their Directorship as on 31st March, 2025:**

Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Chandra Shekhar Verma (00121756)	<ul style="list-style-type: none"> <li>SML Isuzu Limited</li> <li>Multi Commodity Exchange of India Limited</li> <li>Ikio Lighting Limited</li> <li>Welspun Corp Limited</li> <li>Shyam Metallics and Energy Limited</li> </ul>	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Independent Director</li> <li>Independent Director</li> <li>Independent Director</li> <li>Independent Director</li> </ul>
Ms. Atima Khanna (07145114)	<ul style="list-style-type: none"> <li>SML Isuzu Limited</li> <li>A2Z Infra Engineering Limited</li> </ul>	<ul style="list-style-type: none"> <li>Independent Director</li> <li>Independent Director</li> </ul>
Mr. Sanjeev Mehan (00224016) (appointed w.e.f 22.09.2024)	<ul style="list-style-type: none"> <li>SML Isuzu Limited</li> </ul>	<ul style="list-style-type: none"> <li>Independent Director</li> </ul>
Mr. Ryusuke Miyake (10569281) (appointed w.e.f. 01.04.2024)	SML Isuzu Limited	Non-Executive Non-Independent Director
Mr. Takahiro Jitosho (10551351) (appointed w.e.f. 01.04.2024)	SML Isuzu Limited	Non-Executive Non-Independent Director
Mr. Takashi Sakuma (09113520)	SML Isuzu Limited	Non-Executive Non-Independent Director
Mr. Tomoyuki Yamaguchi (10733078) (appointed w.e.f 09.08.2024)	SML Isuzu Limited	Non-Executive Non-Independent Director
Mr. Junya Yamanishi (09174162) Managing Director & CEO (ceased w.e.f. 16.04.2025) Mr. Yasushi Nishikawa (11027072) Managing Director & CEO (appointed w.e.f. 17.04.2025)	SML Isuzu Limited	Executive Whole-time Director

**c) Familiarization Programme for Independent Directors**

The familiarization programme for Independent Directors can be accessed from the website of the Company at the web link:

[https://smlisuzu.com/storage/uploads/finance\\_reports/SML-ID-Familiarization-programme-2025.pdf](https://smlisuzu.com/storage/uploads/finance_reports/SML-ID-Familiarization-programme-2025.pdf)

#### d) Code of Conduct

The Board has laid down a well-defined Code of Conduct (the "Code") to be followed by the Directors and employees of the Company. The duties of independent Directors, as specified under the Companies Act, 2013, have been incorporated into the code.

The Code is available on the website of the Company [www.smlisuzu.com](http://www.smlisuzu.com). In accordance with the listing regulations, all Directors and Senior Management personnel have affirmed compliance with this Code. A declaration signed by the Managing Director & CEO to this effect forms part of this report.

#### e) Separate Meeting of Independent Directors

Two separate meeting of Independent Directors were held on 10th March, 2025 and 21st March 2025, in accordance with the Companies Act and Listing Regulations, to review performance of non-independent Directors, the Chairman and the Board as a whole and assess the quality, quantity and timeliness of flow of information between the Management and the Board. All Independent Directors attended the meetings.

#### f) Skills / Expertise / Competencies of the Board of Directors

The Board of Directors of the Company brings a vast range of skills and experience from various fields, functions and sectors, which enhance the governance framework of the Company and the Board's decision-making process. The Board has identified strategic planning, knowledge regarding Company's business / activities, understanding of industry, sales & marketing, risk management, accounting & financial expertise as the key skills/expertise/competencies for the effective functioning of the Company and the same are currently available with the Board.

Sr. no.	Name of Director	Expertise / Skill
1	Mr. Chandra Shekhar Verma	Corporate Law & Finance, General Management, Human Resources Development, Legal, Marketing Management - Industrial, Materials Management and Project Management
2	Ms. Atima Khanna	General Management, Corporate Law and Secretarial Regulations, Accounting & Financial Expertise and Corporate Matters
3	Mr. Sanjeev Mehan	Corporate Law, Finance and Taxation and concurrent Audits
4	Mr. Ryusuke Miyake	General Management, Business Strategy and Marketing & Distribution for International Automotive Business
5	Mr. Takahiro Jitoshō	General Management, Business Strategy, Marketing & Distribution for global automotive and steel business
6	Mr. Takashi Sakuma	Accounting & Finance, Taxation, Treasury, Risk Management, Human Resource and Administration
7	Mr Tomoyuki Yamaguchi	General Management, Business Strategy and Sales & Marketing
8	Mr. Junya Yamanishi	General Management, Business Strategy and Global Automotive Manufacturing Business
9	Mr. Yasushi Nishikawa	General Management, Business Strategy and Global Automotive Manufacturing Business
10	Mr. Vinod Kumar Sahay	General Management, Business Strategy, Procurement & Supply chain Management, Sales & Marketing and Corporate Governance
11	Dr. Venkataraman Srinivas	General Management, Business Strategy, Product Design & Development, Automotive Industry/Engineering Manufacturing Planning and Supply Chain Management

Sr. no.	Name of Director	Expertise / Skill
12	Mr. Ravi Venkatraman	Finance, Legal & Compliance, Strategy, Investors Relationship, Corporate Governance and Risk Management
13	Mr. Arun Kumar Malhotra	General Management, Automotive Business, Finance & Accounting and Sales & Marketing
14	Ms. Smita Mankad	General Management, Corporate Governance, Sales & Marketing, System Audits and Social Innovation
15	Ms. Mahima Chugh	Business Strategy, Mergers & Acquisitions, Risk Management, Digital Transformation and Consumer Behaviour

### g) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees after seeking input from all the Directors and members of relevant Committees. The Board has also carried out performance evaluation of each Director based on the evaluation carried out by its Nomination and Remuneration Committee (NRC).

The criteria for performance evaluation were set out by the NRC and adopted by the Board. These included composition and structure of the Board and its Committees, effectiveness of the Committees, knowledge of the Company's operations by the members, their participation at meetings including preparedness for issues for consideration, level of contribution in assessing and improving the performance of the Company and interactions amongst themselves and with senior management. Adherence to the Code of Conduct of the Company, fiduciary and statutory obligations, continuing maintenance of independence by Independent Directors, etc. were also a part of the performance evaluation.

The Board was satisfied with its composition and its diversified nature, and all Directors upheld the highest standards of integrity and probity, adhered to the Company's code of conduct, made constructive and effective contributions at meetings, and generally carried out their responsibilities well in the interest of the Company and its stakeholders.

A separate meeting of Independent Directors was held during the year to review the performance of non-independent Directors, the performance of the Board as a whole and the performance of the Chairman of the Company, considering the views of other Directors. That review confirmed satisfactory performance on all counts.

## III. COMMITTEES OF THE BOARD

The Company has five (5) sub- committees of the Board, namely - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

### a) Audit Committee

As on 31st March, 2025, Audit Committee comprised Mr. C.S. Verma - Non-Executive Independent Director as Chairman and two Non-Executive Independent Directors as Members.

The members of Audit Committee possess vast experience in and knowledge of finance, accounting and corporate affairs. During the financial year under review, five (5) meetings of Audit Committee were held on 22nd May, 2024, 1st August, 2024, 10th November, 2024, 6th February, 2025 and 20th March, 2025. During the year, the Audit Committee passed two resolutions by circulation dated 25th September, 2024 and 16th October, 2024 with the consent of all the Members. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on

20th September, 2024. The Committee also met on 29th May, 2025, prior to the finalization of the Accounts for FY 2024-25.

The Composition of Audit Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during the year 2024-25
Mr. C.S. Verma (Chairman w.e.f. 22.09.2024)	Non-Executive Independent	5
Mr. Sudhir Nayar, Chairman (ceased w.e.f. 21.09.2024)	Non-Executive Independent	2
Ms. Atima Khanna	Non-Executive Independent	5
Mr. Sanjeev Mehan (appointed w.e.f. 22.09.2024)	Non-Executive Independent	3

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Audit Committee, were reconstituted. The Audit Committee now comprises Mr. Ravi Venkatraman (Independent Director) as Chairman, Mr. Arun Kumar Malhotra (Independent Director) and Mr. Vinod Kumar Sahay (Executive Chairman) as Members.*

Audit Committee meetings are usually attended by Chief Executive Officer, Chief Financial Officer, Company Secretary, Internal Auditor, and Statutory Auditors. Senior Management is also invited to participate in the deliberations as appropriate.

Terms of reference of the Audit Committee are as per the governing provisions of the Companies Act (Section 177) & the Listing Regulations (Part C of Schedule II) and inter alia includes:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Review with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the Board for approval.
- Review with the management, statutory and internal auditors, adequacy of the internal control systems;
- Evaluation of internal financial controls and risk management systems;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Discussion with statutory auditors the nature and scope of audit as well as post-audit areas of concern;
- Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
- Review adequacy of internal audit function including structure of the internal audit department, staffing and seniority of the official heading the function, reporting structure, coverage and frequency of internal audit;
- Discussion with internal auditor of any significant findings and follow up thereof;
- Review findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Approval (or any subsequent modification) of transactions of the Company with related parties;
- Review functioning of the Whistle Blower mechanism;

## b) Nomination and Remuneration Committee

As on 31st March, 2025, Nomination and Remuneration Committee comprised Ms. Atima Khanna - Non-Executive Independent Director as Chairperson and one Non-Executive Independent Director & one Non-Executive Non-Independent Director as Members.

During the financial year under review, four (4) meetings of the Committee were held on 23rd May, 2024, 2nd August, 2024, 11th November, 2024 and 21st March, 2025.

The Composition of the Committee & the details of Meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2024-25
Ms. Atima Khanna, Chairperson (appointed w.e.f 22.09.2024)	Non-Executive Independent	2
Mr. C. S. Verma (appointed w.e.f 22.09.2024)	Non-Executive Independent	2
Mr. Ryusuke Miyake (appointed w.e.f 01.04.2024)	Non-Executive Non-Independent	4
Mr. Sudhir Nayar, Chairman (ceased w.e.f 21.09.2024)	Non-Executive Independent	2
Mr. S. K. Tuteja (ceased w.e.f 21.09.2024)	Non-Executive Independent	2

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Nomination and Remuneration, were reconstituted. The Nomination and Remuneration Committee now comprises Ms. Smita Mankad (Independent Director) as Chairperson, Mr. Ravi Venkatraman (Independent Director), Mr. C.S. Verma (Independent Director) and Mr. Vinod Kumar Sahay (Executive Chairman) as Members.*

### Terms of Reference of the Committee are as follows:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- Formulation of criteria for evaluation of director's performance including independent directors and the Board.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.

The Nomination and Remuneration Committee also helps the Board on succession plan for the Directors and Senior Management.

### Nomination and Remuneration Policy:

Nomination and Remuneration Policy is in place for Directors, KMP's and other employees, in accordance with the provisions of the Act and Listing Regulations. The policy is part of Directors' Report and also available at provisions of the Act and Listing Regulations. The policy is part of Directors' Report and also available at <https://smlisuzu.com/IN/investors/policies/corporate-policies>

The criteria for performance evaluation of the Directors is covered in Nomination and Remuneration Policy of the Company.



### c) Stakeholders Relationship Committee

As on 31st March, 2025, Stakeholders Relationship Committee comprised Mr. Sanjeev Mehan, Non-Executive Independent Director as Chairperson and one Non-Executive Director and Managing Director & CEO as Members.

During the financial year under review, eight (8) meetings of the Committee were held on 5th April, 2024, 3rd May 2024, 5th June 2024, 9th July, 2024, 9th September, 2024, 12th December, 2024, 7th February, 2025 and 21st March 2025. Further, the Committee passed three resolution by circulation dated 26th June, 2024, 23rd October, 2024 and 27th December, 2024 with the consent of all the Members.

The composition of the Committee and the details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2024-25
Mr. Sanjeev Mehan, Chairman (appointed w.e.f 22.09.2024)	Non-Executive Independent	3
Mr. Takashi Sakuma (appointed w.e.f. 04.11.2023)	Non-Executive Non-Independent	8
Mr. Junya Yamanishi (Refer Note below)	Executive (Managing Director & CEO)	8
Mr. S. K. Tuteja, Chairman (ceased w.e.f 21.09.2024)	Non-Executive Independent	5

**Note** - Mr. Junya Yamanishi resigned as Director and Managing Director & CEO of the Company w.e.f. 16th April, 2025 and in place of him, the Board, at its meeting held on 21st March 2025, appointed Mr. Yasushi Nishikawa as Director and Managing Director & CEO w.e.f. 17th April, 2025.

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Stakeholders Relationship Committee, were reconstituted. The Stakeholders Relationship Committee now comprises Mr. C.S. Verma (Independent Director) as Chairman, Mr. Arun Kumar Malhotra (Independent Director) and Ms. Mahima Chugh (Non-Executive - Non-Independent Director) as Members.*

Mr. Parvesh Madan, Company Secretary, is the Compliance Officer of the Company.

Terms of Reference of the Committee are as follows:

- Consider and resolve the grievances of the security holders of the Company including complaints related to transfer.
- Transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports /statutory notices by the shareholders of the company.
- Transmission of shares, de-materialization of shares, issue of duplicate share certificates and such other functions as may be stipulated under the Companies Act, 2013 / SEBI Regulations.

During the year, the Company received 1140 queries / requests from the shareholders which, inter-alia, included queries/ requests related to dematerialization of shares, up-dation of PAN & Bank mandate, non-receipt of dividend / annual reports, transfer of shares and revalidation of dividend, duplicate shares etc. which were duly attended to and the Company has furnished necessary documents/ information to the shareholders.

During the financial year under review, the Company received 21 complaints from the shareholders and all of them have been attended / resolved. No complaint was pending as on 31st March, 2025.

#### **d) Risk Management Committee**

As on 31st March, 2025, Risk Management Committee comprised Mr. C.S. Verma – Non-Executive Independent Director as Chairman and one Non-Executive Independent Director and Managing Director & CEO as Members.

During the financial year under review, two (2) meetings were held on 9th September, 2024 and 20th March, 2025.

The composition of the Risk Management Committee and the details of meetings attended by the members during the year are given below:

<b>Name of the Member</b>	<b>Category</b>	<b>No. of meetings attended during 2024-25</b>
Mr. C.S. Verma, (Chairman w.e.f. 22.09.2024)	Non-Executive Independent	2
Mr. Sanjeev Mehan (appointed w.e.f. 22.09.2024)	Non-Executive Independent	1
Mr. Sudhir Nayar, Chairman (ceased w.e.f 21.09.2024)	Non-Executive Independent	1
Mr. Junya Yamanishi Refer note below	Executive (Managing Director & CEO)	2

**Note-** Mr. Junya Yamanishi resigned as Director and Managing Director & CEO of the Company w.e.f. 16th April, 2025 and in place of him, the Board, at its meeting held on 21st March 2025, appointed Mr. Yasushi Nishikawa as Director and Managing Director & CEO w.e.f. 17th April, 2025.

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Risk Management Committee, were reconstituted. The Risk Management Committee now comprises Mr. Ravi Venkatraman (Independent Director) as Chairman, Dr. Venkataraman Srinivas (Executive Director and Chief Executive Officer) and Ms. Mahima Chugh (Non-Executive - Non-Independent Director) as Members.*

The terms of reference of Risk Management Committee are as per the SEBI Listing Regulations and inter-alia includes:

- To oversee the efficacy of the risk management framework of the Company, including the mitigation measures taken by the management and appropriately report to the Board about the same.
- To formulate a detailed risk management policy covering a framework for identification of internal and external risks financial, operational, sectoral, sustainability, cyber security, etc., and Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

#### e) Corporate Social Responsibility Committee

As on 31st March, 2025, Corporate Social Responsibility Committee comprised Ms. Atima Khanna- Non-Executive Independent Director as Chairperson and one Non-Executive Independent Director and Managing Director & CEO as Members.

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. During the financial year under review, three (3) meetings were held on 22nd May, 2024, 22nd January 2025 and 20th March, 2025.

The composition of the CSR Committee and details of meetings attended by the members during the year are given below:

Name of the Member	Category	No. of meetings attended during 2024-25
Ms. Atima Khanna, Chairperson (appointed w.e.f. 22.09.2024)	Non-Executive Independent	2
Mr. C. S. Verma, Chairman (ceased w.e.f. 21.09.2024)	Non-Executive Independent	1
Mr. Junya Yamanishi Refer Note below	Executive (Managing Director & CEO)	3
Mr. Takahiro Jitoshō (appointed w.e.f. 01.04.2024)	Non-Executive Non-Independent	3

**Note-** Mr. Junya Yamanishi resigned as Director and Managing Director & CEO of the Company w.e.f. 16th April, 2025 and in place of him, the Board, at its meeting held on 21st March 2025, appointed Mr. Yasushi Nishikawa as Director and Managing Director & CEO w.e.f. 17th April, 2025.

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Corporate Social Responsibility Committee, were reconstituted. The Corporate Social Responsibility Committee now comprises Mr. Arun Kumar Malhotra (Independent Director) as Chairman, Mr. C.S. Verma (Independent Director) and Ms. Mahima Chugh (Non-Executive - Non-Independent Director) as Members.*

Terms of reference of the Committee, inter alia, includes:

- Formulate and recommend to the Board, a CSR Policy covering the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Review the CSR activities of the Company from time to time and institute a transparent monitoring mechanism for CSR activities.
- The Policy is available on the Company's website at web link- <https://smlisuzu.com/IN/investors/policies/corporate-policies>

The annual report on CSR activities, for FY 2024-25, forms a part of Directors' Report.

#### IV. SENIOR MANAGEMENT PERSONNEL:

Particulars of Senior Management Personnel are provided here under:

Name	Designation	Changes
Mr. Manjit Singh Ramta	ED-Works	Tenure completed on 31st May, 2025
Mr. Ritesh Agrawal	Chief Operating Officer	Appointed w.e.f. 2nd August, 2025
Mr. Rakesh Bhalla	Chief Financial Officer	Tenure up to 30th September, 2025 (earlier tenure was up to May 2026)
Mr. Pushkar Patwardhan	Chief Financial Officer	Appointed w.e.f. 1st October, 2025
Mr. Anuj Kumar Sethi	Chief General Manager – Corporate Planning & IT	Re-appointed from 1st April, 2025 to 31st March, 2026
Mr. Prashant Kumar	Chief General Manager - Marketing	No change
Mr. Parvesh Madan	Company Secretary & General Manager- Finance	
Mr. Sandeep Chandna	Chief General Manager – Production	Appointed in Interim Capacity w.e.f. 1st June, 2025 and ceased as Senior Management Personnel w.e.f. 2nd August, 2025
Mr. Vikas Sharma	Chief General Manager - R&D	

#### V. REMUNERATION OF DIRECTORS:

Remuneration paid to Whole-time Director(s) is decided by the Board on the recommendations of the Nomination and Remuneration Committee and approved by the shareholders at Annual General Meeting(s).

Independent Directors are paid sitting fee of Rs. 50,000 per meeting for attendance at Board Meetings and Rs. 30,000 per meeting for attendance at Committees Meetings and reimbursement of expenses incurred for attending such meetings.

At the 32nd Annual General Meeting, held in August, 2016, the shareholders had authorized the Board of Directors for payment of commission, a sum not exceeding one percent of the Net profits of the Company per annum, computed in accordance with the provisions of the Companies Act, 2013, to the Independent Directors of the Company, for each financial year commencing from 1st April, 2016.

Apart from the above stated, there have been no other material pecuniary relationships or transactions by the Company with Non-executive directors during the year.

Following are the details of Directors remuneration paid in FY 2024-25.

##### Whole-time Directors

(Amount in Rs.)

Name of Director	Salary (Basic & DA)	Allowances (including HRA, Leave Travel & Special Allowances)	Commission	Contribution to Provident and other Funds	Other Perquisites	Stock Option	Total	Service Contract (Tenure)
Junya Yamanishi Managing Director & CEO	69,30,000	-	69,30,000	-	13,85,065	-	1,52,45,065	Resigned w.e.f. 16.04.2025

Note: No notice period and severance fee is payable to any Director. Further, no ESOPs has been granted.

## Non-Executive Independent Directors

(Amount in Rs.)

Name of Director	Sitting Fees	Remuneration*
Mr. S.K. Tuteja, (April 2024 - Sep 2024)	3,10,000	12,50,000
Mr. Sudhir Nayar, (April 2024 - Sep 2024)	2,50,000	12,50,000
Mr. C.S. Verma, (April 2024 - March 2025)	6,10,000	25,00,000
Ms. Atima Khanna, (April 2024 - March 2025)	5,80,000	25,00,000
Mr Sanjeev Mehan, (Oct 2024- March 2025)	4,20,000	12,50,000

\*Related to Financial Year 2024-25.

## VI. GENERAL BODY MEETINGS

### (i) Annual General Meetings:

Financial Year	Date	Time	Venue	Special Resolutions passed
2021-22	21.09.2022	11:30 AM	Through VC/OAVM (Deemed Venue - Village Asron, Distt. SBS Nagar (Nawanshahr) Punjab)	1. Appointment of Ms. Atima Khanna (DIN 07145114) as Independent Director
2022-23	15.09.2023	11:30 AM	Through VC/OAVM (Deemed Venue - Village Asron, Distt. SBS Nagar (Nawanshahr) Punjab)	NIL
2023-24	20.09.2024	11:00 AM	Through VC/OAVM (Deemed Venue - Village Asron, Distt. SBS Nagar (Nawanshahr) Punjab)	1. Re-appointment of Mr. Chandra Shekhar Verma (DIN 00121756) as Independent Director 2. Appointment of Mr. Sanjeev Mehan (DIN 00224016) as Independent Director

### (ii) Details of Postal Ballot(s) including procedure

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company had issued Postal Ballot Notice dated 15th April, 2024 to the shareholders, seeking their consent with respect to appointment of Mr. Ryusuke Miyake and Mr. Takahiro Jitoshio as Non-Executive (Non-Independent) Directors of the Company, who were appointed by the Board as Additional Directors w.e.f. 1st April, 2024. The said Postal Ballot was concluded on 23rd May, 2024 and the aforesaid resolutions were duly passed by the Members and the result of the Postal Ballot was announced on 25th May, 2024.

In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules and general circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided remote e-voting facility to all the shareholders of the Company. The Company engaged the services of National Securities Depository Limited ("NSDL") to facilitate e-voting to enable the shareholders to cast their votes electronically. The Board of Directors had appointed Mr. Kanwaljit Singh Thanewal, a Practicing Company Secretary, (Membership No: 5901; CP No. 5870) as the Scrutinizer for Postal Ballot process. The remote e-voting period commenced on Wednesday, 24th April, 2024 (9:00 A.M. IST) and ended on Thursday, 23rd May, 2024 (5:00 P.M. IST) (both days inclusive). The cut-off date, for the purpose of determining the number of shareholders was Friday, 19th April, 2024. The Scrutinizer, after the completion of scrutiny, submitted his report to Mr. Junya Yamanishi, MD & CEO who was duly authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.



**(iii) Extraordinary General Meeting:**

No extraordinary general meeting was held during financial year 2024-25.

**VII. OTHER DISCLOSURES**

**(i) Transactions with related parties**

The Company has adopted a policy to deal with related party transactions and during the year there were no material related party transactions made by the Company that would have required shareholders' approval. The Company has not entered into any transaction of material nature that may have any potential conflict with the interest of the Company. The details of the related party transactions as per Ind AS 24 'Related Parties Disclosures' are set out in note 36 to the Financial Statements.

The Policy on related party transactions is uploaded on the Company's website and can be assessed at web link: <https://smlisuzu.com/IN/investors/policies/corporate-policies>

**(ii) Details of non-compliance**

There has neither been any non-compliance of any legal provision of applicable law nor any penalty, stricture imposed by the Stock Exchanges or SEBI or any other authorities, on any matters related to capital market during the last three years.

**(iii) Whistle Blower Policy/Vigil Mechanism**

The Company has adopted a whistle blower policy, to provide formal mechanism for the Directors, Employees and Business Associates of the Company to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy or to report genuine concerns or grievances including instances of leaks or suspected leaks of unpublished price sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. It provides for adequate safeguards against the victimization of Employees and any other person who avails of the mechanism and accordingly provides for direct access to the Chairman of the Audit Committee.

During the financial year under review, one (1) complaint was received, which was duly investigated and appropriate action taken subsequent to the year end.

Whistle Blower Policy of the Company is available on the Company's website at the web link: <https://smlisuzu.com/IN/investors/policies/corporate-policies>

**(iv) Code for prevention of Insider Trading Practices**

The Company has instituted a comprehensive Code of Conduct for prevention of insider trading in compliance with SEBI (Prohibition of Insider Regulations), 2015 including amendments thereof. The Code lays down guidelines and procedures to be followed and disclosures to be made, by Designated Persons, while dealing with shares of the Company and cautioning all concerned of the consequences of violations.

**(v) Disclosure in relation to recommendation made by any Committee which was not accepted by the Board**

The Board accepted the recommendations of all its committees, wherever made, during the year.

**(vi) Total fees for all services paid by the Company to the statutory Auditors**

Total fee of Rs. 69.83 lacs (Statutory Audit Rs. 60.2 lacs, Tax Audit Rs. 3.75 lacs, Other Services Rs. 1.5 lacs and Out of pocket expense Rs. 4.38 lacs) for Financial Year 2024-25, was paid by the Company to the Statutory Auditor and all entities in the network firm / network entity of which the Statutory Auditor is a part.

**(vii) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Number of complaints filed during the financial year 2024-25	Nil
Number of complaints disposed off during the financial year 2024-25	Nil
Number of complaints pending as on end of the financial year 2024-25	Nil

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**(viii) Secretarial Compliance Report**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The Company has engaged the services of M/s A. Arora & Co., a proprietorship Company Secretaries firm, for providing this certification.

The said Secretarial Compliance Report for the year ended 31st March, 2025, has been submitted to the Stock Exchange(s) within stipulated time.

**(ix) Certificate from Practicing Company Secretary**

All Directors have submitted a declaration to the Company stating that they are not debarred or disqualified by the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs (MCA) or any such statutory authority from being appointed or continuing as Directors of Companies. M/s A. Arora & Co., a proprietorship Company Secretaries firm, has submitted a certificate to this effect.

**(x) Accounting treatment**

In preparation of the Financial Statements, the Company has followed the Indian Accounting Standards (Referred to as Ind AS) prescribed under Section 133 of the Companies Act, 2013 as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended, to the extent applicable. The material accounting policy information is set out under Note 2 of the Financial Statements for the year ended 31st March, 2025.

**(xi) Means of Communication****(a) Publication of results**

Quarterly, half-yearly and annual financial results of the Company are published in English and one vernacular language newspaper having wide circulation viz., Financial Express, Indian Express and Punjabi Tribune/Ajit.

**(b) Website and News Releases**

The Company's website [www.smlisuzu.com](http://www.smlisuzu.com) displays the information, prescribed to be made available on website of the Company under the Listing Regulations, which inter alia includes - details of business of the Company, terms and conditions of Independent directors, composition of Board committees, policies adopted by the Company, shareholding pattern, presentations made to the Analysts / Institutional investors, announcements / disclosures made by the Company, notices published in the newspapers, status of unclaimed dividend, Annual Reports, quarterly and Annual Financial results, contact for investor grievances, etc.

**(c) Stock Exchanges**

The Company makes timely disclosures of necessary information to Stock Exchanges - BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed, in terms of the Listing Regulations and other Rules and Regulations issued by SEBI, electronically through at their respective web-based portals - BSE Listing center and NEAPS (NSE Electronic Application Processing System).

**(xii) Management Discussion and Analysis Report**

Management Discussion and Analysis Report has been attached to Directors' Report.

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**(xiii) Compliance with Mandatory Requirements**

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under Listing Regulations.

The Company has also complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

**(xiv) CEO/CFO CERTIFICATION**

As required under the Listing Regulations, the Managing Director & CEO and Chief Financial Officer (CFO) have certified to the Board regarding Annual Financial Statements for the year ended 31st March, 2025. A copy of the certificate was placed before the Board of Directors at their meeting held on 30th May, 2025 and forms part of this report.

**(xv) Adoption of discretionary requirements****i) The Board**

During the year under review, Independent Non-Executive Director was the Chairman of the Company and Company does not maintain the office of the Non-Executive Chairman, but he is allowed reimbursement of expenses incurred in performance of his duties.

**ii) Shareholder Rights**

The Company regularly publishes its quarterly and annual results in Newspapers in Regional language and English language having wide circulation as required under the Listing Regulations. These results are also available on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com). The Annual Report containing Audited Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to the Members and is also displayed on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com).

**iii) Modified opinion(s) in Audit Report**

The Company continues to adopt best practices to ensure regime of unqualified financial statements

**iv) Separate posts of Chairman and CEO**

The post of the Chairman of the Board is separate from that of the CEO.

**v) Reporting of Internal Auditor**

The Internal Auditor of the Company periodically reports to the Audit Committee.

**(xvi) Policy on determining Material Subsidiary**

The Company has no subsidiary.

**VIII. INTIMATION OF THE AGREEMENTS, IF ANY, UNDER THE LISTING REGULATIONS**

In terms of Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) read with clause 5A of Para A of Part A of Schedule III of the Regulations, Sumitomo Corporation, Japan (erstwhile Promoter of the Company) (Sumitomo) and Isuzu Motors Limited, Japan, (erstwhile Public Shareholder of the Company) (Isuzu), had entered into a Shareholders' Agreement on 25th November, 2011. The Company is not a party to the Shareholders' Agreement.

Pursuant to transfer of their respective equity stakes in the Company to Mahindra & Mahindra Limited, Sumitomo and Isuzu have terminated the aforesaid Shareholders' Agreement w.e.f. 1st August, 2025. Further details are available at the following link:

[https://smlisuzu.com/storage/uploads/finance\\_reports/corporate\\_announcements/1755169840-044-%20Termination%20of%20Shareholders%20Agreement.pdf](https://smlisuzu.com/storage/uploads/finance_reports/corporate_announcements/1755169840-044-%20Termination%20of%20Shareholders%20Agreement.pdf)

## SHAREHOLDERS' INFORMATION

### 1. Annual General Meeting

Date	:	<b>26th September, 2025 (Friday)</b>
Time	:	<b>4:00 P.M.</b>
Venue	:	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM) (Deemed Venue for the Meeting: Registered office of the Company i.e Village Asron, Distt. Shahid Bhagat Singh Nagar, (Nawanshahr), Punjab-144533)

### 2. Calendar (tentative) for Financial Results

**The Financial year covers the period from 1st April to 31st March**

Quarter ended 30th June, 2025	:	22nd July, 2025
Quarter ending 30th Sep., 2025	:	2nd /3rd week of Oct, 2025
Quarter ending 31st Dec., 2025	:	2nd /3rd week of Jan, 2026
Year ending 31st March, 2026	:	2nd /3rd week of April, 2026

3. **Record Date** : 9th July, 2025

4. **Dividend Payment date** : On or after 26th September, 2025

5. **Listing on Stock Exchanges** : **BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

**National Stock Exchange of India Limited (NSE)**

Exchange Plaza, 5th Floor, Plot no. C/1, G Block

Bandra - Kurla Complex, Bandra (E), Mumbai - 400051

Listing fee for FY 2025-26 for both these stock exchanges has been paid.

6. **Stock Code** : **BSE -505192**

**NSE - SMLISUZU**

7. **CIN** : L50101PB1983PLC005516

### 8. Dematerialisation and Liquidity of Shares:

Trading in Equity shares of SML ISUZU Limited is permitted only in dematerialized form. The Company has joined National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) to avail of this facility.

As on 31st March, 2025, 98.98% of the Company's shares were held in electronic form. International Securities Identifications Number: INE294B01019 (with NSDL and CDSL).

For Shares held in electronic form, all instructions regarding change of address, nomination, power of attorney etc., should be given directly to their Depository Participants and the Company will not be able to entertain any such requests directly from shareholders.

#### **9. Transfer / Transmission System for physical shares:**

SEBI effective from 1st April 2019, has barred physical transfer of shares of listed companies and mandated transfer only through demat. However, investors are not barred from holding shares in physical form. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests, issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; shall be processed only in dematerialized form.

Total number of shares transferred during 2024-25 were 3623 (Previous Year 3300)

**Income-tax PAN mandatory for Transfer / Transmission / Deletion / Transposition of securities held in physical form.**

#### **10. Transfer of unclaimed dividends to the Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company has transferred the unclaimed dividends for and up to the Financial Year ended 31st March 2017 to IEPF. During last year, the Company has transferred Rs. 28.66 lacs to IEPF being unclaimed / unpaid dividend for Financial Year ended 31st March, 2017. Further, amount of Unclaimed Dividend for Financial Year 2017-18 is due for deposit to the IEPF on 13th September, 2025. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 31st March, 2025 on the website of the Company ([www.smlisuzu.com](http://www.smlisuzu.com)).

#### **11. Transfer of shares to the Investor Education and Protection Fund (IEPF) relating to dividend which have remained unclaimed for seven consecutive years**

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account'). During FY 2024-25, the Company had transferred 24,450 equity shares in respect of FY 2016-17 to the IEPF Account after following the prescribed procedure.

Members who have not encashed their Dividends in respect of Financial Year 2017-18 & onwards are requested to lodge their claims with the Company. In this regard, the Company has individually informed the concerned shareholders and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders along with the shares due for transfer will be available on the "Investors Section" of the website of the Company viz. [www.smlisuzu.com](http://www.smlisuzu.com)

However, the shareholder can claim both unclaimed dividend amount and the shares transferred to IEPF from IEPF Authority by making an application in Form IEPF-5 online on [www.iepf.gov.in](http://www.iepf.gov.in) and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents enumerated in the said Form IEPF-5 to the Company or to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company for verification of the claim. Shareholder can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at weblink- <http://smlisuzu.com/IN/investors/shareholders-information/transfer-of-shares>



## 12 Registrar and transfer Agents

M/s MCS Share Transfer Agent Limited  
179-180, DSIDC Shed, 3rd Floor,  
Okhla Industrial Area, Phase -1,  
New Delhi – 110020,

Contact person : Mr. Ajay Dalal  
Phone: 011- 41406149-51  
Fax: 011-41709881  
Email address : [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)

All communications regarding share transfers/transmissions, duplicate share certificates, dividends and change of address etc. may be addressed to the Registrar, M/s MCS Share Transfer Agent Limited or to the Company Secretary of the Company at SCO: 204-205, Sector-34 A, Chandigarh-160022.

## 13. Company Rating

During the year, the Company's short-term rating was upgraded from **[ICRA] A1** to **[ICRA] A1+** and the long-term rating was upgraded from **[ICRA] A+ (Stable)** to **[ICRA] AA- (Stable)**.

Subsequently, after the year end, the long-term rating of the Company has been changed from **[ICRA] AA- (Stable)** to **[ICRA] AA- (rating placed on watch with positive implications)**.

14. The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments.

## 15. Commodity Price Risks and Hedging Activities

The Company being a user of wide variety of commodities (directly or indirectly) is exposed to commodity price risk. The commodities such as steel & its derivatives - castings & forgings; rubber, plastics, etc. are either purchased directly or components are purchased from suppliers, who procure and process these commodities. The Company procures most of its commodities indirectly and, accordingly, the direct purchase value of commodities by the Company is lower. However, any changes in prices of commodities impact procurement cost of components.

The Company has a risk management framework for identifying, monitoring and mitigating such risks.

Total Exposure of the Company to various commodities (Purchased directly):

Commodity Name	Exposure in INR towards the particular commodity	Exposure in quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Steel (Sheet Metal)	Rs 5540 Lacs	7667 Ton	Nil	Nil	Nil	Nil	Nil
Aluminium	Rs 612 Lacs	199 Ton	Nil	Nil	Nil	Nil	Nil
Castings (Steel)	Rs 3460 Lacs	3691 Ton	Nil	Nil	Nil	Nil	Nil
Castings (Aluminum)	Rs 677 Lacs	222 Ton	Nil	Nil	Nil	Nil	Nil
Forging Steel	Rs 115 Lacs	94 Ton	Nil	Nil	Nil	Nil	Nil

Presently, the Commodity Price Risk is managed without any hedging.

## 16. Foreign exchange risk

Risk associated with foreign exchange transactions for the Company is not material. Particulars of the foreign currency exposures have been covered in Note 38 to Financial Statements.

## 17. Disclosures with respect to the Demat Suspense Account / Unclaimed Suspense Account

As on 31st March 2025, no shares were lying under the Demat Suspense Account/Unclaimed Suspense Account.

## 18. Shareholding Pattern as on 31st March, 2025

Category	No. of Share-holders	Voting Strength %	No. of Shares held
Promoters	1	43.96	6362306
Foreign Body Corporate	1	15.00	2170747
Alternate Investment Funds	2	0.04	5391
Bodies Corporate	198	1.15	167050
Foreign Portfolio Investors Category I	18	0.24	34194
Investor Education and Protection Fund Authority	1	1.84	266118
Non Resident Indians (NRIs)	626	0.81	117679
Individuals/Others*	29068	36.96	5348161
<b>TOTAL</b>	<b>29915</b>	<b>100</b>	<b>14471646</b>

## 19. Distribution of Shareholding as on 31st March, 2025

Share Holding	No. of Share-holders	No. of Shares	%age of Share holding
Upto 500	29225	1425518	9.85
501 to 1000	386	297077	2.05
1001 to 2000	159	235450	1.63
2001 to 3000	48	117954	0.82
3001 to 4000	21	75300	0.52
4001 to 5000	21	96247	0.67
5001 to 10000	31	223433	1.54
Above 10000	24	12000667	82.92
<b>TOTAL</b>	<b>29915</b>	<b>14471646</b>	<b>100.0000</b>

\* includes total shareholding 29,15,100 shares (20.14%) : Navodya Enterprises (Acquirer) along with Person Acting in Concert (PAC) - SPV Traders, Anandam Enterprises, Sapna Gupta, Sachin Bansal.

## 20. Plant Location : SML Isuzu Limited

Registered Office & Works : Village Asron, Distt. Shahid Bhagat Singh Nagar,  
(Nawanshahr), Punjab - 144 533

## 21. Address for correspondence (for Investor queries etc.)

### Registrar and Share Transfer Agents M/s MCS Share Transfer Agent Limited

Unit : SML Isuzu Limited  
179-180, DSIDC Shed, 3rd Floor,  
Okhla Industrial Area, Phase – 1,  
New Delhi – 110020  
Phone : 011-41406149  
Fax : 011-41709881  
Email : Email : [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)

### Compliance Officer & Company Secretary

**Mr. Parvesh Madan**  
SML Isuzu Limited  
SCO: 204-205,  
Sector 34-A,  
Chandigarh - 160 022  
Tele : 0172-2647700-02  
Email : [pmadan@smlisuzu.com](mailto:pmadan@smlisuzu.com)  
[investors@smlisuzu.com](mailto:investors@smlisuzu.com)

## 22. Website Address : [www.smlisuzu.com](http://www.smlisuzu.com)

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## **ANNEXURE A TO DIRECTORS' REPORT**

### **NOMINATION AND REMUNERATION POLICY OF THE COMPANY**

#### **Introduction**

Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing Agreement), together with Guiding Principles set out therein, require the Nomination and Remuneration Committee ('NRC') to recommend to the Board a policy in respect of selection, appointment, performance evaluation and removal of Independent Directors and other Directors, including whole time directors, Key Management Personnel ('KMP') and other senior management, and a policy of remuneration to them.

Accordingly, as proposed by the NRC and in order to formalize the Company's current and ongoing policy and practices for the above mentioned objectives in a more structured manner, the Board sets out a policy framework as under.

#### **General**

The composition of the Board of Directors, the appointment of Directors, their number, duration of appointment, their remuneration and their removal, where appropriate, will always be in accordance with the Companies Act and any other applicable law, the Listing Agreement and the Memorandum & Articles of Association.

The Company will continue its policy of non-discrimination on grounds of race, ethnicity, language and religion or caste in appointment, promotion and remuneration of employees.

NRC will monitor the policy and processes as set out herein on behalf of the Board.

#### **Composition of the Board**

The Board is composed of Independent Directors and other Directors, both men and women, with diverse experience in different industries and professions, both in India and other countries, Managing Director and whole time directors holding executive positions in the Company with relevant expertise and experience. The process of appointment is transparent backed by appropriate documentation.

#### **Independent Directors**

The law and good governance requires the Company to appoint a third of its members of the Board (as defined in the Companies Act) to be independent.

#### **Principal criteria for selecting an independent director are that he/she:**

- must have considerable experience at senior levels in business, industry, professions, government or industry/finance related institutions in India and/or other countries;
- has no conflict of interest, including any material or pecuniary interest, except for remuneration received as approved by law and/or shareholders;
- has the ability to evaluate and advise on strategy and business of the Company;
- has the ability to challenge and evaluate performance of the management, financial performance and risks in the business;
- has the ability to relate and advise on the effects of macro level economic, industrial and political environment and developments, including government policies, on the Company's affairs and management of its business.

The remuneration of Independent Directors, which may include sitting fees and commission on profit, is determined by the Board on recommendation of NRC and is subject to shareholders' approval and as required by law.

The maximum term of appointment of an Independent Director is determined by law and as approved by the Shareholders.

Performance of an Independent Director is evaluated annually by the NRC and the Board, excluding the director being evaluated, according to the evaluation criteria set by the Board.

An independent Director may be removed from the Board by a majority decision by its members for sufficient reasons which may include a conflict of interest, lack of attendance at meetings of the Board and its Committees and inadequate performance at such meetings as evaluated by the Board annually or otherwise.

Performance evaluation for an Independent Director is principally based on the following factors:

1. Attendance at meetings of the Board, Committees of which he / she is a member and of Shareholders;
2. Compliance with the Code of Conduct;
3. Constructive participation in the proceedings of the Board and Committees;
4. Evaluation and advice relating to the Company's performance, both financial and commercial;
5. Awareness of the Company's operations and organisation, applicable corporate and other major laws and regulations, fiduciary responsibilities and matters relating to Stock Exchanges, SEBI and corporate governance generally;
6. Adherence to independence, no-conflict of interest and protection of interests of stakeholders.

### **Other Directors**

The Board may invite any person to join as member who may not qualify as Independent Director and is not an employee of the Company. For the sake of clarity and only for this policy framework such director is referred herein as 'non-executive director' (NED).

The criteria of selection of NED may include, among others, expertise or specialized knowledge in one or more areas of the Company's activities, knowledge of similar or related activities gained in the business of the promoter, technology provider or other business associate.

The duration of the term of appointment, remuneration and removal of NED is at the absolute discretion of the Board, but always according to law and the Listing Agreement, and under no circumstance can the remuneration to a NED exceeds that of any Independent Director.

Performance of an NED is evaluated annually by the NRC and the Board, excluding the director being evaluated, according to the evaluation criteria set by the Board.

Performance evaluation for an NED is principally based on the same factors as for Independent Directors and, in addition, on his/her contribution in respect of the specific areas of expertise and knowledge where applicable.

Remuneration of NED, where payable, is recommended by NRC on a case by case basis.

### **Key Managerial Personnel ('KMP') and Senior Management**

This group comprises:

1. Managing Director/Chief Executive Officer 'CEO'
2. Chief Financial Officer 'CFO'
3. Company Secretary
4. **Senior Management** – Executives of the Company who are members of its core management team, members one level below the Chief Executive Officer/ Managing Director/ Whole-time Director and the functional heads.

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## **Managing Director**

Appointment of the Managing Director/CEO is made by the Board on the recommendation of NRC.

Criteria for selection of Managing Director are knowledge of the business of the Company, experience in that business or any related business, leadership qualities, incisive understanding of the market, understanding socio-economic and political milieu in which the Company operates and effects thereof on the Company's policies and operations, objective setting and implementation of such objectives, ability to interact with the Board, ability to communicate effectively with employees, shareholders and other stakeholders and other publics.

Remuneration of Managing Director is determined by the Board on recommendation of NRC and approved by Shareholders and / or Central Government as required by law. While recommending remuneration payable NRC will consider, inter alia the factors as set out below for evaluation of performance.

Evaluation criteria for CEO's performance are: development and implementation of the Company strategy, achievement of short and long term plans, overall financial performance of the Company, effectiveness of management controls and systems in the Company, demonstrated communication skills and continued assessment of the effectiveness of organization structure, and protection of the Company's wealth and good standing.

## **Whole-time Director**

NRC in consultation with the Managing Director considers and recommends to the Board the appointment of a whole-time director from amongst the KMP and Senior Management.

Criteria for such selection and appointment as a director principally are:

- the need felt by the Board for expertise and experience of the individual to be available for Board deliberations as a member.
- as a reward/promotion for specially good performance and contribution to the Company's business.

Remuneration of a whole time director is determined by the Board on recommendation of NRC and approved by Shareholders and / or Central Government as required by law. While recommending remuneration payable, NRC considers the remuneration structure for senior management and additional responsibilities as a member of the Board.

Performance evaluation of a whole time director is made by the Managing Director in respect of his executive/operational responsibilities and by NRC on his performance at the Board on criteria similar to that set out for NED.

## **KMP (other than Managing/Whole-time Director) and Senior Management**

Managing Director propose the appointment and removal of KMP (other than Managing / Whole-time Directors) and Senior Management to NRC and Board.

Evaluation of KMP and Senior Management is made annually by the Managing Director, principally based on both quantitative and qualitative performance in their specific area of executive responsibility, financial and other objectives as set in annual business plans, effectiveness of their leadership, management of people reporting to them, implementation of systems and controls in their operations, their contribution in the deliberations of executive and management groups and positive interaction with other executives and employees.

The remuneration of these personnel is proposed by the Managing Director in consonance with the Company's policy to give fair managerial compensation taking account of their performance and contribution to the Company's overall performance. Further, in designing and setting the levels of KMP and Senior Management, relevant statutory provisions, market trends and other relevant factors are taken into account.

The Company's compensation policy provides for variable content related to performance in remuneration package for all managerial personnel.

NRC develops its process and forms/matrices for performance evaluation from time to time as it deems appropriate.



## ANNEXURE B TO DIRECTORS' REPORT

### DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**(i) Ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year (2024-25)**

- Mr. Junya Yamanishi, <i>Managing Director &amp; CEO</i>	13.23
- Mr. S.K. Tuteja, Independent Director (ceased w.e.f. 21.09.2024)	1.35
- Mr. Sudhir Nayar, Independent Director (ceased w.e.f. 21.09.2024)	1.30
- Mr. C.S. Verma, Independent Director	2.70
- Ms. Atima Khanna, Independent Director	2.67
- Mr. Sanjeev Mehan, Independent Director (appointed w.e.f. 22.09.2024)	1.45

**Note :** Remuneration for Mr S.K. Tuteja, Mr Sudhir Nayar and Mr. Sanjeev Mehan is for 6 months

**(ii) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year (2024-25)**

- Mr. Junya Yamanishi, <i>Managing Director &amp; CEO</i>	1.0 %
- Mr. S.K. Tuteja, Independent Director (ceased w.e.f. 21.09.2024)	NA*
- Mr. Sudhir Nayar, Independent Director (ceased w.e.f. 21.09.2024)	NA*
- Mr. C.S. Verma, Independent Director	30.0%
- Ms. Atima Khanna, Independent Director	35.0%
- Mr. Sanjeev Mehan, Independent Director (appointed w.e.f. 22.09.2024)	NA*
- Mr. Rakesh Bhalla, Chief Financial Officer	18.4 %
- Mr. Parvesh Madan, Company Secretary	27.2 %

\* Not applicable as their appointment / cessation occurred during FY 2024-25

**(iii) Percentage increase in the median remuneration of employees in the financial year (2024-25)** 2.36%

**(iv) Number of permanent employees on the rolls of the company** 990

**(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

- Average increase in remuneration of Managerial Personnel	15.5 %
- Average increase in remuneration of employees other than the Managerial Personnel	11.0 %

**(vi) Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration is as per the Nomination and Remuneration Policy of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

## ANNEXURE C TO DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

#### 1. Brief outline on CSR Policy of the Company

The key thrust areas of Company's policy on CSR, adopted by the Board of Directors in adherence to Section 135 of the Companies Act, 2013, are - promoting healthcare and sanitation, supporting education of girls and underprivileged children; and sponsoring vocational and technical education, supporting deserving sportsperson etc.

#### 2. Composition of CSR Committee (as on 31st March, 2025).

S. No.	Name of the Member	Designation / Nature of Directorship	No. of meeting held during the year 2024-25	No. of meeting attended during the year 2024-25
1	Mr. C.S. Verma (Chairman) (ceased w.e.f 21.09.2024)	Independent, Non-Executive	1	1
2	Ms. Atima Khanna (Chairperson) (appointed w.e.f 22.09.2024)	Independent, Non-Executive	2	2
3	Mr. Takahiro Jitoshio	Non-Executive Non-Independent	3	3
4	Mr. Junya Yamanishi	Executive (Managing Director & CEO)	3	3

*With the change in the composition of the Board w.e.f. 1st August 2025, the Sub-Committees of the Board, including the Corporate Social Responsibility Committee, were reconstituted. The Corporate Social Responsibility Committee now comprises Mr. Arun Kumar Malhotra (Independent Director) as Chairman, Mr. C.S. Verma (Independent Director) and Ms. Mahima Chugh (Non-Executive - Non-Independent Director) as Members.*

#### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company

- Composition of CSR Committee: <https://smlisuzu.com/IN/investors/board/board-committees>
- CSR Policy: <https://smlisuzu.com/IN/investors/policies/corporate-policies>
- CSR Projects approved by the Board: <https://smlisuzu.com/IN/investors/csr/annual-action-plans>

#### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable

: Not Applicable

#### 5. a) Average net profit of the Company as per sub-section (5) of section 135

: Rs. 831.0 lacs

#### b) Two percent of average net profit of the Company as per sub-section (5) of section 135

: Rs. 16.7 lacs

#### c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

: Not Applicable

#### d) Amount required to be set off for the financial year, if any

: Rs. 16.7 lacs\*

#### e) Total CSR obligation for the financial year [(b)+(c)-(d)]

: Nil

\*Surplus from FY 2021-22 being set off during FY 2024-25 - Rs. 16.7 lacs. During FY 2021-22, the Company had spent Rs. 19.9 crores on CSR activities.

6. a) Amount spent on CSR project (both ongoing project and other than ongoing project) : Rs. 49.8 Lakhs
- b) Amount spent in administrative overheads : NIL
- c) Amount spent on impact assessment, if applicable : Not Applicable
- d) Total amount spent for the financial year [(a)+(b)+(c)] : Rs. 49.8 Lakhs
- e) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 49.8 Lakhs	NIL		NIL		

- f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	NIL*
(ii)	Total amount spent for the Financial Year	Rs. 49.8 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 49.8 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 49.8 Lakhs

\*After setting off the excess CSR amount pertaining to FY 2021-22 - Rs. 16.7 lacs.

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs. Lakhs)	Balance amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs. Lakhs)	Amount spent in the Financial Year (in Rs. Lakhs)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in Rs. Lakhs)	Deficiency, if any
					Amount (in Rs. Lakhs)	Date of transfer		
1.	FY 2022-23				NIL			
2.	FY 2023-24				NIL			
3.	FY 2024-25				NIL			

- 
8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year : No
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 : Not Applicable

**Atima Khanna**  
*Chairman, CSR Committee*  
(DIN: 07145114)

**Yasushi Nishikawa**  
*Managing Director & CEO*  
(DIN: 11027072)

Dated : 30th May, 2025  
Place : New Delhi

## ANNEXURE D TO DIRECTORS' REPORT

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

#### FORM No. MR-3

To,  
The Members,  
SML Isuzu Limited,  
CIN: L50101PB1983PLC005516  
Village Asron, District Nawanshahr,  
Punjab.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SML ISUZU LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SML ISUZU LIMITED ("the Company") for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 – Not applicable to the company during the year under review.
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company during the financial year under review.
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
  - f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.



- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
- (vi) The Motor Vehicles Act, 1988 and the rules made thereunder (the law which is applicable specifically to the Company, being manufacturer of Commercial Vehicles),
- (vii) Other laws applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on the National Stock Exchange of India Limited and BSE Limited;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year, were carried out in compliance with the applicable Act and Regulations.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

1. Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the company has transferred 24,450 equity shares to the Investor Education and Protection Fund.

I further report that, there were no instances of

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity
- (ii) Redemption/buy-back of securities
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For A. Arora & Co.**  
**Company Secretaries**

**AJAY K. ARORA**  
(Proprietor)

FCS No. 2191

C P No.: 993

Peer review Cert No. 2120/2022

Place: Chandigarh

Date: 14.07.2025

UDIN: F002191G000769529

## ANNEXURE E TO DIRECTORS' REPORT

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

#### A. CONSERVATION OF ENERGY

##### 1. The steps taken or impact on conservation of energy

- LED lights with better luminous efficacy and low power consumption provided at various locations in the plant.
- More than 2465 points identified and corrected to stop compressed air leakage and reduce power consumption of air compressors.

##### 2. The steps taken by the company for utilizing alternate sources of energy

- The Company have installed Solar Plant of 3.04 MWp capacity Rooftop, generated total 4316766 KWH with saving of approx. Rs 328 lakhs during FY 2024-2025.
- The Company has shifted from HSD to PNG for its thermal energy requirements in its manufacturing processes which has resulted in saving of Rs. 312 lakhs during FY 2024-25.
- Using electric fork lifters / Tow Trucks / stackers for material handling.

##### 3. Capital investment on energy conservation equipment's

Capital Investment for LED lights & VFD: Rs. 32 lakhs.

#### TECHNOLOGY ABSORPTION

##### (i) The efforts made towards technology absorption:

- Development of Electrical Bus
- Development of AC – Truck Cabin
- Development of Hiroi 3430 smallest LPO built up Bus in India
- Aasai MX bus AC & Non-AC for Maxicab segment
- Development of 11-Ton Tipper
- Development of GS Ambulance
- Development of LHD Buses for export
- Development of LHD BS-IIIE Trucks & Tippers for export
- Development of RHD GS BS-IIIE Trucks for export

##### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- Development of EV vehicles for clean & efficient mobility solution which results in reducing environmental impact.
- Development of AC cabin for driver friendly vehicle and improve comfort.

##### (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: - Not Applicable

##### (iv) The expenditure incurred on Research and Development:

(Rs. in lakhs)

(a) Capital	337.22
(b) Recurring	1916.12
(c) Total	2253.34
(d) R&D expenditure as a %age of total income	0.94%

Our in-house Research & Development facility has been duly recognized by Department of Scientific & Industrial Research (DSIR), Govt. of India since 1987.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in lakhs)

Earnings in foreign currency	6354.38
Payment in foreign currency	735.93

## ANNEXURE F TO DIRECTORS' REPORT

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT FOR FINANCIAL YEAR 2024-25

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L50101PB1983PLC005516
2.	Name of the Listed Entity	SML ISUZU LIMITED
3.	Year of Incorporation	26th July, 1983
4.	Registered office address	Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab - 144533
5.	Corporate address	SCO 204-205, Sector 34-A, Chandigarh - 160022
6.	E-mail id	<a href="mailto:investors@smlisuzu.com">investors@smlisuzu.com</a>
7.	Telephone	+91 172 2647700-02
8.	Website	<a href="http://www.smlisuzu.com">www.smlisuzu.com</a>
9.	Financial Year reported	1st April 2024 to 31st March 2025
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE), National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	Rs. 14.47 crores
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Parvesh Madan Company Secretary Tel: 0172-2647700-02 <a href="mailto:pmadan@smlisuzu.com">pmadan@smlisuzu.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing and Sale of Commercial vehicles	Manufacturing and Sale of Trucks & Buses	94%

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S.No.	Product/Service	NIC Code	% of total Turnover contributed
1	Cargo Vehicles (Trucks)	29102	21%
2	Passenger Vehicles (Buses)	29109	73%

**III. Operations**
**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	1	10	11
International	-	-	-

**19. Markets served by the entity:**
**a. Number of locations**

Locations	Number
National (No. of States)	28 States & 8 Union Territories
International (No. of Countries)	10

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

3.97%

**c. A brief on types of customers:**

The Company is engaged in the manufacturing and sale of Commercial Vehicles such as Buses, Trucks, and Special Application vehicles. Its customer base comprises fleet owners, educational institutions, offices, transporters, Government agencies, and others across domestic and international markets.

**IV. Employees**
**20. Details as at the end of Financial Year: As on 31.03.2025**
**a. Employees and workers (including differently abled):**

S.No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
<b><u>EMPLOYEES</u></b>						
1.	Permanent (D)	718	697	97.1%	21	2.9%
2.	Other than Permanent (E)	103	94	91.3%	9	8.7%
3.	<b>Total employees (D+E)</b>	<b>821</b>	<b>791</b>	<b>96.3%</b>	<b>30</b>	<b>3.7%</b>

S.No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
WORKERS						
4.	Permanent (F)	272	272	100.00%	-	-
5.	Other than Permanent (G)	2,116	2,114	99.91%	2	0.09%
6.	Total employees (F+G)	2,388	2,386	99.92%	2	0.08%

**b. Differently abled Employees and workers:**

S.No.	Particulars	Total (A)	Male		Female	
			No.(B)	%(B/A)	No.(C)	%(C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	1	1	100%	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	3	3	100%	-	-
5.	Other than Permanent(G)	4	4	100%	-	-
6.	Total differently abled workers (F+G)	7	7	100%	-	-

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8	1	12%
Key Management Personnel (in terms of Section 203 of the Companies Act, 2013) (including MD & CEO)	3	-	-

**22. Turnover rate for permanent employees and workers**

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	10%	5%	9%	9%	-	9%	10%	7%	10%
<b>Permanent Workers</b>	2%	-	2%	6%	-	6%	8%	-	8%



## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary / associate companies / joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
	NA	NA	NA	NA

**Note:** Sumitomo Corporation, Japan, a body corporate, with 43.96% shareholding was the Promoter of the Company up to 1st August 2025. As explained in the Board Report, on 1st August 2025, Sumitomo Corporation, Japan and Isuzu Motors Limited, Japan (a Public Shareholder) have transferred their respective equity stakes of 43.96% and 15% to Mahindra & Mahindra Limited and, consequently, the Company has become a subsidiary of Mahindra & Mahindra Limited w.e.f. 1st August, 2025. However, the Company does not have any Subsidiary, Joint Venture or Associate Company. Sumitomo Corporation, Japan, does not participate in the BRSR initiatives of the Company.

## VI. CSR Details

24. (i) **Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)** Yes
- (ii) Turnover (in Rs. Lakhs) - 239,899
- (iii) Net worth (in Rs. Lakhs) - 38,266

## VII. Transparency and Disclosures Compliances

### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	21	-	-	6	-	-
Employees and workers	Yes	-	-	-	-	-	-
Customers	Yes	96	-	-	120	-	-
Value Chain Partners	Yes	-	-	-	-	-	-

\* The Grievances Redressal Policy of the Company is available at the following link:  
<https://smlisuzu.com/IN/investors/policies/corporate-policies>

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1	<b>Product Safety, Quality and Innovation</b>	Opportunity	To ensure that products of the Company are compliant with Central Motor Vehicles Rules (CMVR) and adhere to prescribed emission norms that will enhance Company's brand value and nurturing customer trust.	-	Positive Implications
2	<b>Cyber Security</b>	Risk	Inadequate data security and privacy systems have the potential to result in financial losses, damage to reputation and erosion of customer confidence in the company.	<ul style="list-style-type: none"> <li>- The Company has an Information Security/ Cyber security Policy, accessible to all employees across the organization.</li> <li>- Close monitoring of information security systems and processes to safeguard the Company's sensitive data and information.</li> <li>- Training to Employees</li> </ul>	Negative Implications
3	<b>Regulatory Compliance</b>	Risk	Non-compliance with regulatory requirements frequently leads to legal repercussions, including fines and penalties.	<ul style="list-style-type: none"> <li>- Conducting periodic risk assessments to identify potential areas of compliance related risks.</li> </ul>	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
				<ul style="list-style-type: none"> <li>- Creating a strong ethical culture in the organization with a focus on transparency and compliance.</li> </ul>	
4	<b>Green Energy and Energy Management</b>	Risk	<ul style="list-style-type: none"> <li>- Stringent regulatory standards to reduce carbon emission.</li> <li>- High and increasing cost of fuel and energy.</li> </ul>	<ul style="list-style-type: none"> <li>- Regular energy consumption assessment and action to optimize energy consumption.</li> <li>- Shifting to alternate source of energy such as Solar Power Plant for electricity &amp; Piped Natural Gas (PNG) in place of Diesel.</li> </ul>	Negative Implications
5	<b>Anti-bribery and Anti-corruption</b>	Risk	<ul style="list-style-type: none"> <li>- The Company may be subject to legal fines, penalties, reputational harm, business disruptions and loss of trust in case of non-adherence to ethical business practices.</li> </ul>	<ul style="list-style-type: none"> <li>- Effective Whistle-blower and Grievances Redressal mechanism</li> <li>- Internal controls to ensure compliance with applicable laws</li> <li>- Regular awareness programmes and training sessions for the stakeholders on ethical practices.</li> </ul>	Negative Implications

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
6	<b>Occupational Health and Safety</b>	Opportunity	<ul style="list-style-type: none"> <li>- Various Health and wellbeing measures are taken for the welfare of employees.</li> <li>- Safety rules have been implemented and being monitored on regular basis</li> <li>- Awareness programmes are conducted on regular basis to follow the safety rules.</li> </ul>	-	Positive Implications
7	<b>Grievances Redressal Mechanism</b>	Opportunity	To ensure compliance with applicable laws while building trust among all the stakeholders	-	Positive Implications

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr.No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	<b>Policy and management processes</b>									
1	<b>a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
	<b>b. Has the policy been approved by the Board? (Yes/No) – Refer Note 1</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
	<b>c. Web Link of the Policies, if available</b>	<a href="https://www.smlisuzu.com/IN/investors/policies/corporate-policies">https://www.smlisuzu.com/IN/investors/policies/corporate-policies</a>								
2	<b>Whether the entity has translated the policy into procedures. (Yes / No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	<b>Do the enlisted policies extend to your value chain partners? (Yes/No)</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y

4	<b>Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.</b>	<ul style="list-style-type: none"> <li>- ISO 9001 : 2015 (Quality Management System)</li> <li>- IATF16949: 2016 (Automotive Quality Management System)</li> <li>- ISO 14001 : 2015 (Environment Management System)</li> <li>- ISO 45001 : 2018 (Occupational Health and Safety Management System)</li> <li>- ISO 27001: 2022 (Information Security Management System)</li> <li>- ISO 50001:2018 (Energy Management System)</li> </ul>
5	<b>Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	<ul style="list-style-type: none"> <li>- To replace conventional lights with LED Lights to save energy.</li> <li>- To Plant 1500 Trees around the plant periphery for environment protection.</li> </ul>
6	<b>Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	<ul style="list-style-type: none"> <li>- 4316766 KWH produced by 3.04MWp solar plant in FY 2024-25.</li> <li>- 81000 kWh saved through replacement of conventional lighting fixtures with LED lights.</li> <li>- 1500 Trees planted around the plant for environment protection</li> </ul>
<b>Governance, leadership and oversight</b>		
7	<b>Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</b>  <p>The Company is cautious about the use of natural resources and is making efforts to reduce pollution and sustain the environment. The Company has upgraded all its products to meet the latest emission norms. As an alternate source of energy, the Company has 3.04 MWp solar plant, which generated 4,316,766 KWH in FY 2024-25, contributing to a reduction in carbon emissions. Biodiversity promotion is another focus area of the Company. During FY 2024-25, the Company planted more than 1,500 saplings through plantation drives across the organization.</p> <p>Additionally, PNG is being used in place of diesel in the manufacturing process. The Company is also optimizing its water consumption through initiatives such as improving water use efficiency by plugging waste, rainwater harvesting. The Company has also maintained a greenbelt across the plant by utilizing its ETP treated water. The Company has also attained and upheld ISO 14001:2015 (Environment Management System) certification to encourage a culture of continuous improvement and to ensure long-term success.</p> <p>The Company follows principles of good corporate governance, disclosure and transparency, giving due attention to core values and ethics. It considers itself the custodian and trustee of all its stakeholders. It seeks corporate excellence by offering quality vehicles and service to customers, fostering team spirit amongst employees through their continuous involvement and participation in decision making processes, and placing high emphasis on their integrity and commitment to the Company.</p> <p>The key thrust areas of Company's Policy on Corporate Social Responsibility (CSR) includes promoting healthcare and sanitation, supporting education of girls and underprivileged children, sponsoring vocational &amp; technical education, supporting deserving sportspersons, etc.</p>	



8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Junya Yamanishi Managing Director & CEO (cessation w.e.f. 16.04.2025) Mr. Yasushi Nishikawa Managing Director & CEO (appointed w.e.f. 17.04.2025 and cessation w.e.f. 01.08.2025) Dr. Venkataraman Srinivas Executive Director & CEO (appointed w.e.f. 01.08.2025)																		
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes Mr. Junya Yamanishi Managing Director & CEO (cessation w.e.f. 16.04.2025) Mr. Yasushi Nishikawa Managing Director & CEO (appointed w.e.f. 17.04.2025 and cessation w.e.f. 01.08.2025) Dr. Venkataraman Srinivas Executive Director & CEO (appointed w.e.f. 01.08.2025)																		
10 Details of Review of NGRBCs by the Company:																				
Subject for Review			Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
			P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action			Y	Y	Y	Y	Y	Y	Y	Y	Y	Periodically or on a need basis								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances			Y	Y	Y	Y	Y	Y	Y	Y	Y	Quarterly								
11	Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.											P1	P2	P3	P4	P5	P6	P7	P8	P9
												No								
<b>Note 1.</b> The Board of Directors of the Company have approved, from time to time, entity level policies such as Code of Ethics & Conduct (for Directors and Senior Management), Whistle Blower Policy, Anti-Bribery and Anti-Corruption Policy, Corporate Social Responsibility Policy, etc. in line with the regulatory requirements. Other policies & procedures are formulated having regard to business needs, controls and compliance with applicable laws & regulations and are approved and signed by the Managing Director & CEO.																				
12	If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated: Not applicable																			

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Covering Company's Policies & Procedures	100%
Key Managerial Personnel (KMP) and Senior Management	2	Awareness Program on all Nine (9) Principles	100%
Employees other than BoD and KMPs/Senior Management	20	Awareness Program has been conducted online / offline on all the Nine (9) Principles including training programs - covering behavioral, emerging skills, functional competencies, technical training, Behavior Based safety, Hazard Identification and Risk Assessment (HIRA), Fire Safety, Emergency Preparedness, Code of Conduct, Prevention of Sexual Harassment, cybersecurity, sustainability, ISO 45001 & ISO 14001, Safety Standards, 7QC Tools, FMEA, APQP, MSA, SPC, TPM etc.	100%
Workers	45	Awareness Program on all nine (9) principles, Basic Safety Rules, Usage of PPEs, First Aid, Identification of unsafe condition, Quality and Assembly operations along with need-based training as per their job and role requirement.	100%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format** (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred?(Yes/No)
Penalty/ Fine			-		
Settlement					
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions		Brief of the Case	Has an appeal been preferred?(Yes/No)
Imprisonment			-		
Punishment					

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes. The Company has a policy on Anti-bribery and Anti-corruption ('ABAC' policy) available at: <https://www.smlisuzu.com/IN/investors/policies/corporate-policies>

The Policy applies to all Directors, Employees of the Company working at all levels and grades (whether permanent, fixed-term or temporary), Business Associates, Consultants, Contractors including all other person directly or indirectly associated with the Company or acting on its behalf.

The Company does not tolerate bribery or corruption in any form in all its business dealings and relationships. The Company is committed to ensure adequate system & procedures to detect, prevent and counter bribery and corruption in any of its form or manner.

The Company follow zero tolerance approach for bribery and corruption. To offer cash or cash equivalents, or make any illegal payments, remuneration, gifts, donations directly or indirectly to influence the business decisions are strictly prohibited. However, gifts or hospitality as an ordinary business gestures is permissible, if these are reasonable, made in good faith, not intended to influence business decisions and are in compliance with the Company's policies.

Furthermore, the Company has a "Code of Conduct" for its Directors, Employees and its Business Associates which strictly prohibits any practice of corruption, bribery and potential conflicts of interest in the business dealings.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

There were no such instances reported during FY 2024-25 and FY 2023-24.

6. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payables	70	61

**Note:** Average trade payables and purchase of materials and stock in trade has been considered in the computation of days of accounts payable.

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	87.7%	91.0%
	b. Number of dealers / distributors to whom sales are made	153	154
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	38.20%	40.36%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.04%	0.04%
	b. Sales (Sales to related parties / Total Sales)	-	-
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness program
7 Sessions	All Nine (9) Principles including Company's Policies.	100% Contractors
2 Sessions		100% Dealers
4 Sessions		60% Suppliers

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, the Company ensures disclosures/declarations from its Board Members regarding their Directorships/Committees/shareholding(s) on an annual basis.

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current FY 2024-25	Current FY 2023-24	Details of improvements in environmental and social impacts
<b>R&amp;D</b>	88%	26%	<ul style="list-style-type: none"> <li>- Electrical Vehicle</li> <li>- BS 6 - IOBD-2 in Diesel and CNG vehicles.</li> <li>- Higher HP Engines</li> <li>- Emission Testing</li> </ul>
<b>Other Capex</b>	11%	37%	<ul style="list-style-type: none"> <li>- Waste Management</li> <li>- Electric Fork lifters</li> <li>- PNG Pipeline</li> </ul>

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, the Company has a Supplier Quality Manual (SQM) that outlines structured and uniform terms & conditions for the suppliers across the supply chain. SQM is accessible to the Suppliers and ensures ethical governance and standardization of sourcing processes for sustainability. The Company has also established a process for supplier selection and an assessment system to identify areas for further improvements in reinforcing sustainability principles. The Company's sourcing practices are focused towards optimizing logistics, returnable packaging to minimize waste and maximize re-use. The majority of parts are procured within the country.

**b. If yes, what percentage of inputs were sourced sustainably?**

100%



3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company is continuously making efforts to reduce waste arising from its operations. To reduce usage of plastics, including packaging, the Company has been using returnable packaging to minimize waste and maximize re-use. Similarly, the waste generated in other operations is also being monitored and segregated at the source for proper disposal. E-waste and Hazardous waste are disposed-off through authorized scrap dealers.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, Extended Producer Responsibility (EPR) registration has been done with Central Pollution Control Board (CPCB). Waste collection plan is in line with the EPR plan submitted to CPCB.

#### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
The Company has not conducted LCA for its products					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not Applicable

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not Applicable.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	-	-	-	-	-
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable

## PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

### Essential Indicators

#### 1. a. Details of measures for the well-being of employees: As on 31.03.2025

Category	% of employees covered by										
	Total (A)	Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	697	-	-	697	100%	-	-	-	-	-	-
Female	21	-	-	21	100%	21	100%	-	-	-	-
Total	718	-	-	718	100%	21	2.9%	-	-	-	-
Other than Permanent employees											
Male	94	-	-	94	100%	-	-	-	-	-	-
Female	9	-	-	9	100%	9	100%	-	-	-	-
Total	103	-	-	103	100%	9	8.7%	-	-	-	-

\* All Employees are covered under Company's internal medical policy and / or ESI/PF-EDLI.

#### b. Details of measures for the well-being of employees: As on 31.03.2025

Category	% of workers covered by										
	Total (A)	Health insurance*		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	272	-	-	272	100%	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	272	-	-	272	100%	-	-	-	-	-	-
Other than Permanent workers											
Male	2114	-	-	-	-	-	-	-	-	-	-
Female	2	-	-	-	-	2	100%	-	-	-	-
Total	2116	-	-	-	-	2	0.09%	-	-	-	-

\* All Workers are covered under Company's internal medical policy and/or ESI/PF-EDLI.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company	0.32%	0.34%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	6.8%	81.1%	Yes	10.2%	83.5%	Yes
Superannuation	19.1%	-	Yes	18.5%	-	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises of the Company are accessible to differently abled employees and workers as per the requirements. The Company also provides necessary assistance as per the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has an equal employment opportunity policy. It is available on Company website: <https://smlisuzu.com/IN/investors/policies/corporate-policies>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	100%	100%	-	-
Total	100%	100%	-	-

Note: The Company does not provide paternity leave to male employees.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
<b>Permanent Workers</b>	<p>Yes, the Company has a well-established Grievances Redressal policy, in integration with Whistle-blower Policy and Prevention of Sexual Harassment Policy (POSH) to maintain an effective grievances redressal mechanism and ensuring that every grievance is addressed promptly and effectively. All these policies are made available on Employees' Portal &amp; Company's Website and also communicated to everyone through proper channels.</p> <p>The Company's web link is:  <a href="https://smlisuzu.com/IN/investors/policies/corporate-policies">https://smlisuzu.com/IN/investors/policies/corporate-policies</a></p>
<b>Other than Permanent Workers</b>	
<b>Permanent Employees</b>	
<b>Other than Permanent Employees</b>	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>	718	-	-	678	-	-
- Male	697	-	-	657	-	-
- Female	21	-	-	21	-	-
<b>Total Permanent Workers</b>	272	272	100%	279	279	100%
- Male	272	272	100%	279	279	100%
- Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	697	575	82%	596	86%	657	507	77%	585	89%
Female	21	10	48%	16	76%	21	11	52%	17	81%
Total	718	585	81%	612	85%	678	518	76%	602	89%

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Male	272	155	57%	135	50%	279	82	29%	17	6%
Female	-	-	-	-	-	-	-	-	-	-
Total	272	155	57%	135	50%	279	82	29%	17	6%

9. Details of performance and career development reviews of employees and worker:(Only of permanent employees (both worker & staff))

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	697	697	100%	657	657	100%
Female	21	21	100%	21	21	100%
<b>Total</b>	<b>718</b>	<b>718</b>	<b>100%</b>	<b>678</b>	<b>678</b>	<b>100%</b>
<b>Workers</b>						
Male	272	272	100%	279	279	100%
Female	-	-	-	-	-	-
<b>Total</b>	<b>272</b>	<b>272</b>	<b>100%</b>	<b>279</b>	<b>279</b>	<b>100%</b>

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, safety is a top priority for the Company and is an integral part of its operations. The Company has adopted and implemented the ISO 45001: 2018 (Occupational health and Safety Management System) by integrating all critical processes to provide a safe and healthy environment and is being audited by third party agency. All Employees and Workers are covered.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Standard Operating Procedures (SOP) and system of Hazard Identification and Risk Assessment (HIRA) have been developed for identifying work related risks & hazards in respect of both routine and non-routine activities. These are being reviewed and updated regularly. The Company is certified with ISO 45001: 2018 (Occupational health and Safety Management System).

The Company also provides training to the operating team to conduct HIRA of all activities across its Manufacturing Plant. Job Safety Analysis (JSA) is a mandatory requirement to obtain a permit for non routine work. The Company also has a well-defined EHS (Environment, Health, and Safety) Policy and its performance is reviewed by the management on regular basis.

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, the Company has a well-established system that involves workers' participation to capture unsafe conditions and proactively identify and address potential risks. A Safety Committee with representation of workers is in place and meets on regular basis to report and resolve safety related issues. The Company fosters a culture that empowers "Safety champions" among workers, who are appointed in each shop to identify and report unsafe conditions, near misses, accident risks and hazardous conditions across the operations.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, employees / workers have access to non-occupational medical and healthcare services. Health awareness sessions are conducted by Chief Medical Officer of the Company on regular basis. Consulting Doctors are invited for health awareness.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	0.18	0.20
Total recordable work-related injuries	Employees	-	-
	Workers	1	2
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work - related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

The Company is committed towards providing a safe workplace environment. The Company is certified with ISO 45001: 2018 and have a well-established Environment, Health & Safety Policy to ensure safety of its employees. All the activities carried out in Plant are subject to Hazard Identification and Risk Assessment (HIRA) and Plan-Do-Check-Act cycle of continual improvements to ensure safe operations. The Company is imparting training to its employees as per the pre-defined training calendar to encourage & involve them in activities related to safety. Beside this, various other initiatives are also taken to ensure safe and healthy work place such as:

- Safety Committee is in place with participation of workers to address safety concerns.
- Dedicated "DOJO" training center to impart safety training.
- Surprised & regular safety audits to identify unsafe conditions for continual improvements.
- Periodic mock drills are being conducted to ensure emergency preparedness.
- Safety training is mandatory for all employees.



**13. Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

For all safety-related incidents, proper investigation with Why-Why Analysis is done to identify the root cause. Appropriate corrective actions are taken in all applicable areas of 6M (Man, Machine, Method, Material, Measurement, and Mother Nature). The Hazard Identification and Risk Assessment (HIRA) is carried out on various activities to mitigate risks according to the hierarchy of controls such as engineering controls, administrative controls, and use of personal protective equipment (PPEs).

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

Yes, the Company extends compensatory packages to its Employees as well as Workers in the event of death.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

The Code of Conduct for the Business Associates of the Company covers all applicable regulatory compliances. Further, the Company also verifies statutory dues like PF & ESI in case of the contractors providing manpower services to the Company.

**3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	The Company's code of conduct for its Business Associates specifies this requirement.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

None

#### PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

##### Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company has identified the key stakeholders through internal and peer review and analysis of stakeholders group that could have a potential impact on them. The Company actively engages with all stakeholders on a regular basis to understand their expectations and develop strategies to address them.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/ Quarterly/ others—please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagements
Employees/ Workers	No	Performance Management Review, Regular interaction with workers union, communication through Notice Board, Employees Portal & Emails	On going	<ul style="list-style-type: none"> <li>- Feedback to/from Employees</li> <li>- Training &amp; development</li> <li>- Rewards &amp; recognition</li> </ul>
Suppliers	No	Suppliers online portal, One-to-one interactions, Suppliers meet & Emails	On going	<ul style="list-style-type: none"> <li>- Scheduling of material</li> <li>- Supplier development</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website), others	Frequency of engagement (Annually/Half yearly/ Quarterly/ others—please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagements
Customers/ Dealers	No	Dealers online portal, One-to-one interactions, Dealers meet, E-mails, WhatsApp, SMS & Social media	On going	<ul style="list-style-type: none"> <li>- Delivery of vehicles</li> <li>- After sales service</li> <li>- Quality of service</li> <li>- Handling customer complaints</li> </ul>
Shareholders/ Investors	No	Annual General Meeting, Emails, Newspaper Publications and Communication through stock exchanges	Annually/ Quarterly/ Monthly	<ul style="list-style-type: none"> <li>- Financial results</li> <li>- Update on the Company's performance and material events</li> </ul>
Local Communities	Yes	CSR activities / initiatives at various locations nearby to the Company's Plant/Offices	On going	To assess local community needs

### Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The broad process of engagement with the stakeholders is outlined above. The sub-committees of the Board ensure interaction between the stakeholders and the Board to ensure their views/feedback on various matters.

- Stakeholders Relationship Committee (SRC) ensure to address the grievances of the stakeholders.
- Risk Management Committee (RMC) is entrusted with the functions of determining the efficacy of risk management framework of the Company, evaluation of risks and mitigating measures. The Risk Management Policy of the Company sets out key risk areas including financial risks, legislative and regulatory risks, environmental risks and operational risks.
- The Corporate Social Responsibility (CSR) Committee ensures feedback from the concerned stakeholders on the CSR initiatives/activities undertaken by the Company.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the Company engage with its internal and external stakeholders whenever required. The Company takes feedback in respect of its CSR initiatives / activities from the concerned stakeholders.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Under its CSR initiatives, the Company is driving various projects to uplift the marginalized and vulnerable communities.

## PRINCIPLE 5: Businesses should respect and promote human rights

### Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. employees workers covered (B)	% of (B/A)	Total (C)	No. employees workers covered (D)	% of (D/C)
<b>Employees</b>						
Permanent	718	718	100%	678	678	100%
Other Than permanent	103	103	100%	93	93	100%
<b>Total Employees</b>	<b>821</b>	<b>821</b>	<b>100%</b>	<b>771</b>	<b>771</b>	<b>100%</b>
<b>Workers</b>						
Permanent	272	272	100%	279	279	100%
Other Than permanent	2116	2116	100%	2003	2003	100%
<b>Total Workers</b>	<b>2388</b>	<b>2388</b>	<b>100%</b>	<b>2282</b>	<b>2282</b>	<b>100%</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>	<b>718</b>	-	-	<b>718</b>	<b>100%</b>	<b>678</b>	-	-	<b>678</b>	<b>100%</b>
Male	697	-	-	697	100%	657	-	-	657	100%
Female	21	-	-	21	100%	21	-	-	21	100%
<b>Other than Permanent</b>	<b>103</b>	-	-	<b>103</b>	<b>100%</b>	<b>93</b>	-	-	<b>93</b>	<b>100%</b>
Male	94	-	-	94	100%	86	-	-	86	100%
Female	9	-	-	9	100%	7	-	-	7	100%
<b>Workers</b>										
<b>Permanent</b>	<b>272</b>	-	-	<b>272</b>	<b>100%</b>	<b>279</b>	-	-	<b>279</b>	<b>100%</b>
Male	272	-	-	272	100%	279	-	-	279	100%
Female	-	-	-	-	-	-	-	-	-	-
<b>Other than Permanent</b>	<b>2116</b>	<b>1040</b>	<b>49%</b>	<b>1076</b>	<b>51%</b>	<b>2003</b>	<b>951</b>	<b>47%</b>	<b>1052</b>	<b>53%</b>
Male	<b>2114</b>	1039	49%	<b>1075</b>	51%	2002	951	48%	1051	52%
Female	2	1	50%	1	50%	1	-	-	1	100%

3. Details of remuneration/salary/wages, in the following format

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category Rs. in Lacs	Number	Median remuneration/ salary/wages of respective category Rs. in Lacs
<b>Board of Directors (BoD) - MD &amp; CEO</b>	1	152.45	-	-
<b>Key Managerial Personnel (excluding MD &amp; CEO)</b>	2	71.78	-	-
<b>Employees other than BoD and KMP</b>	694	13.56	21	7.3
<b>Workers</b>	272	11.48	-	-

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	1.24%	1.11%

4. **Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, head of HR Department is responsible for addressing human rights and other concerns.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company is committed to provide an inclusive environment, where everyone is treated with dignity and respect. The Company has well defined policies such as Whistle-Blower Policy, POSH Policy, Grievances Redressal Policy etc. to effectively address grievances.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Mechanisms to prevent adverse consequences to the complainant are available.



9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, wherever relevant.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others - please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable.

#### Leadership Indicators

1. Details of a business process being modified / introduced because of addressing human rights grievances/complaints.

Not applicable. The Company has not received any grievances/complaints regarding Human Rights principles and guidelines.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company has well defined Human Rights Policy which is applicable to all Employees/Workers.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the premises and offices of the Company are fully accessible to differently abled visitors based on need.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	The Company's Code of Conduct for its Business Associates sets out these requirements.
Discrimination at workplace	
Child labour	
Forced labour/involuntary labour	
Wages	
Others - please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (in Gigajoules)	FY 2023-24 (in Gigajoules)
<b>From renewable sources</b>		
Total electricity consumption (A)	13,706	7,611
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>13,706</b>	<b>7,611</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	22,192	28,647
Total fuel consumption (E)	45,991	47,507
Energy consumption Through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>68,183</b>	<b>76,154</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>81,889</b>	<b>83,765</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed in Gigajoules/ Revenue from operations in Rupees Crores)	34.1	38.1
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed in Gigajoules / Revenue from operations in Rupees Crores adjusted for PPP *)	705.2	854.5
<b>Energy intensity in terms of physical Output</b> (Total energy consumed in Gigajoules / Total vehicles produced)	5.8	5.6
Energy intensity ( <i>optional</i> ) - the relevant metric may be selected by the entity	-	-

\* The revenue from operations has been adjusted for PPP based on the latest implied PPP conversion factor published [https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/ADVEC/WEOWORLD] for the year 2025 by the IMF which is 20.66.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, data evaluation / verification has been carried out by BSI (British Standards Institution).

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The Company does not have sites/facilities identified as designated consumer under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25	FY 2023-24
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	94,917	99,668
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>94,917</b>	<b>99,668</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>94,917</b>	<b>99,668</b>
<b>Water intensity per rupee of turnover</b> (Water Consumed in Kiloliters / Revenue from operations in Rupees Crores)	39.6	45.4
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption in Kilolitres/ Revenue from operations in Rupees Crores adjusted for PPP)	817.4	1016.7
<b>Water intensity in terms of physical Output</b> (Total water consumption in Kilolitres / Total vehicles produced)	6.7	6.7
<b>Water intensity</b> (optional) – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, however, monthly water extraction record is submitted to PWRDA (Punjab Water Regulation and Development Authority).

**4. Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment - please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others *	71,797	56,713
- No treatment	-	-
- With treatment – please specify level of treatment	71,797 (Tertiary)	56,713 (Tertiary)
<b>Total water discharged (in kilolitres)</b>	<b>71,797</b>	<b>56,713</b>

\* Data pertains to STP/ETP treated water used for in-house plantations.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No, the quality of effluent discharge is being ensured through Punjab Pollution Control Board (PPCB) approved labs. Treated water reports are also submitted to PPCB whenever required.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes. The Company has accomplished 'Zero Liquid Discharge' through the appropriate reuse of Effluent Treatment Plant (ETP) and Sewerage Treatment Plant (STP) as per the consent to operate issued by the regulatory bodies i.e. Punjab Pollution Control Board (PPCB). The quality of effluent discharge is being ensured through approved labs and is also regularly checked by PPCB.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx (Nitrogen oxide)	ppm	320	378
SOx (Sulphur Oxide)	mg/Nm3	BDL (Below Detection Limit)	BDL (Below Detection Limit)
Particulate matter (PM)	mg/Nm3	40	36
Persistent organic pollutants (POP)	ppm	-	-
Volatile organic compounds (VOC)	ppm	-	-
Hazardous air pollutants (HAP)	ppm	-	-
Others—please specify	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. However, assessment / evaluation is being carried by PPCB and PPCB approved laboratories on quarterly basis.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of Co2 equivalent</i>	3,116	3,324
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO2 equivalent</i>	4,482	5,698
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in rupees crores)	<i>Metric tonnes of CO2 equivalent per rupee of turnover in rupees Crores</i>	<b>3.2</b>	<b>4.1</b>
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in rupees crores adjusted for PPP)	<i>Metric tonnes of CO2 Equivalent per rupee of turnover in rupees crores adjusted for PPP</i>	65.4	91.8
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b> (Total Scope 1 and Scope 2 GHG emissions / Total vehicles produced)	<i>Metric tonnes of CO2 Equivalent per vehicle produced</i>	0.5	0.6
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity	-	-	-

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, data evaluation / verification has been carried out by BSI (British Standards Institution).

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes, the Company has taken several initiatives to optimize its energy consumption such as solar power plant to harness renewable energy, switching to PNG in place of diesel in manufacturing process and replacing old lights with energy-efficient LED light etc.

As an alternate source of energy, the Company has installed 3.04 MWp rooftop solar power plant, which produced 4,316,766 KWH produced through solar in FY 2024-25 that will lead to reduction in Carbon emissions.

The Company is also improving its Products in terms of fuel efficiency, emission and material usage. The Company is adopting new technology in its operations to reduce waste and to optimize the consumption of natural resources. To encourage a culture of continuous improvements and for long term success, the Company has attained and upheld ISO 14001:2015 (Environment Management System) certification.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25 (In Metric tonnes)	FY 2023-24 (In Metric tonnes)
Plastic waste (A)	105.37	100.40
E-waste (B)	4.96	1.00
Bio-medical waste (C)	0.022	0.016
Construction and demolition waste (D)	-	-
Battery waste (E)	3.02	3.89
Radioactive waste (F)	-	-
Other Hazardous waste. (Paint Sludge, ETP sludge, Used Oil, Empty cans, etc.) (G)	85.82	55.40
Other Non-hazardous waste generated (H). (Rubber, metal, cardboard, wooden, etc.)	3,164	3,201
<b>Total (A + B + C + D + E + F + G + H)</b>	<b>3,363.20</b>	<b>3,361.70</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated in metric tonnes / Revenue from operations in rupees crores)	1.4	1.5
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated in metric tonnes / Revenue from operations in rupees crores adjusted for PPP)	29.0	34.3
<b>Waste intensity in terms of physical output</b> (Total waste generated in metric tonnes / Total vehicles produced)	0.2	0.2



Parameter	FY 2024-25 (In Metric tonnes)	FY 2023-24 (In Metric tonnes)
<b>Waste intensity</b> (optional) – the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	-	-
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(I) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
<b>Total</b>	-	-

Total waste generated for each category other than non-hazardous waste, is being disposed-off through recyclers and co-processors authorized by Pollution Control Board .

**Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-**

No assessment has been carried out by any external agency.

- 10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has well established EHS management System and waste management is an integral part of our EHS management system. The company is certified to ISO 14001: 2015 (Environment Management System) and ISO 45001: 2018 (Occupation health and safety management system). The Company also have

obtained authorization from State Pollution Control Board for management of Hazardous and Non-hazardous waste. All types of waste are segregated at source and stored at designated storage area. Generation and disposal records are being maintained for every type of waste as per consent / applicable rule requirement. Our operations does not generate any hazardous / toxic chemicals. Chemicals are being handled as per their MSDS by trained persons and consumption is reduced based on the specific process requirement. The Company also conducts regular awareness programs on waste management for its employees & workers to ensure proper waste handling and safety.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N). If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency(Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non compliances, in the following format:

Yes, the Company is compliant with all the applicable laws.

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not applicable				

#### Leadership Indicators

- Water withdrawal, consumption and discharge in areas of **water stress** (in kilolitres):  
For each facility / plant located in areas of water stress, provide the following information:
  - Name of the area
  - Nature of operations
  - Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25	FY 2023-24
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres)</b>	-	-
<b>Total volume of water consumption (in kilolitres)</b>	-	-
<b>Water intensity per rupee of turnover</b> ( <i>Water consumed / turnover</i> )	-	-
<b>Water intensity</b> ( <i>optional</i> ) - the relevant metric may be selected by the entity	-	-
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(ii) Into Groundwater		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(iii) Into Seawater		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
(v) Others		
- No treatment	-	-
- With treatment (please specify level of treatment)	-	-
<b>Total water discharged (in kilolitres)</b>	-	-

The Company's Plant is not located in water stress area.

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	-	-
<b>Total Scope 3 emissions per rupee of turnover</b>		-	-
<b>Total Scope 3 emission intensity</b> ( <i>optional</i> ) - the relevant metric may be selected by the entity		-	-

Presently, the Company is not maintaining the details of Scope 3 emissions.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Not applicable.

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.**

Not Applicable.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr.No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	<b>Solar Power Plant:</b> as alternate of electricity consumption.	Total 3.04 MWp solar power plant installed on rooftop to harness energy.	4,316,766 KWH produced through solar in FY 2024-25 that will lead to reduction in Carbon emissions
2	<b>Use of PNG:</b> in place of Diesel & LPG	PNG pipeline installed in Plant to use PNG in place of Diesel & LPG in manufacturing facilities.	Reduction in Carbon emissions
3	<b>Energy efficient Lights</b> in place on conventional lights : LED Lights are being used in place of conventional lights	275 nos. conventional lighting fixtures have been replaced with LED lights	More than 81,000 kWh of electricity saved in FY 2024-25.
4	Improvements in STP (sewerage treatment Plant) & ETP (Effluent treatment plant)	Installed separate secondary tube settler for ETP and screw press to improve ETP/STP efficiency.	71,797 KL water treated and used for plantation in FY 2024-25
5	Waste Management	The Company has registered with CPCB for E-waste and Plastic waste under EPR compliance.	Meeting EPR compliances.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Disaster management is an integral part of our EHS management system. The Company has implemented an onsite emergency plan to tackle emergency situations, which covers emergency preparedness (EPPs) addressing emergencies such as flooding, earthquake, major fires, disease outbreaks etc. These plans are focused on mitigation, preparedness, response and recovery to ensure minimal disruptions to business operations in case of emergencies. Key locations are equipped with emergency sirens, first aid, medical treatment facilities, and identified assembly points. To maintain a high level of preparedness, relevant training, and capacity-building programmes, including mock drills, are undertaken for employees and workers. Disaster management plans are readily available and easily accessible to all relevant stakeholders.

Overall, the Company's disaster management and emergency preparedness plans aim to ensure business continuity in case of emergencies or disasters and ensure safety of all personnel, assets and other resources.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No significant risks/concerns have been raised during the year. The Code of Conduct for the Business Associates of the Company covers all applicable EHS compliances that advised all its contractors, suppliers & other business associates to comply with policies and guidelines of various environmental & statutory regulations and ethical practices.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

The Company has developed a self-assessment system for its value chain partners and verifying it on random basis to check their preparedness & efficiency to EHS compliances.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is an active member of Six (6) associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Society of Indian Automobile Manufacturers (SIAM)	National
2	Automotive research association of India (ARAI)	National
3	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
4	Japan Chamber of Commerce and Industry in India (JCCII)	National
5	Northern India Chamber of Commerce & Industry (NICCI)	National
6	Engineering Export Promotion Council (EEPC) of India	National

**2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Not Applicable.

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity:**

None

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Not Applicable

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not Applicable

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company has a Grievance Redressal Policy, which is available on Company's website -

<https://smlisuzu.com/IN/investors/policies/corporate-policies>

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	11.6%	9.1%
Directly from within India	99.7%	99.8%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural*	80%	81%
Semi-urban	-	-
Urban	-	-
Metropolitan	20%	19%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

\*Company's Plant is located in Village Asron, Distt. Shahid Bhagat Singh Nagar, Punjab - 144533.

#### Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not Applicable.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Not Applicable.

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

No, the Company does not have a Preferential Procurement Policy. However, MSME suppliers are given preference and are supported in terms of payment and technical inputs.

- (b) **From which marginalized /vulnerable groups do you procure?**

Not Applicable

- (c) **What percentage of total procurement (by value) does it constitute?**

Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Not Applicable



**6. Details of beneficiaries of CSR Projects undertaken during FY 2024-25:**

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Education Support to Girls studying in Govt. Schools	250	100%
2	Educational Infrastructure in Govt. Schools	600	100%
3	Vocational Education at Govt. Schools	700	100%
4	Medical Infrastructure at PGIMER, Chandigarh	300 (on monthly basis)	100%
5	Medical Infrastructure at GMCH, Sector 32, Chandigarh	1000 (on monthly basis)	80%

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company has a comprehensive system for communicating with consumers for receiving and resolving their complaints. Consumers can send their feedbacks, suggestions and complaints 24/7 via call, WhatsApp, e-mail, service center, etc., they can also forward it to the company through channel partners.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100% - All products complying with the mandated emission norms.
Safe and responsible usage	100% - All products complying with Central Motor Vehicles Rules (CMVR compliance)
Recycling and/or safe disposal	100%

**3. Number of consumer complaints in respect of the following:**

	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	96	-	-	120	-	-

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	-	-
Forced recalls	-	-

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, the Company has a robust framework for cyber security and data privacy. The Company is certified as ISO 27001: 2013. The Information Security Policy of the Company is available at:

<https://www.smlisuzu.com/IN/investors/policies/corporate-policies>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

Not Applicable.

**7. Provide the following information relating to data breaches:**

**a. Number of instances of data breaches**

Nil

**b. Percentage of data breaches involving personally identifiable information of customers**

Nil

**c. Impact, if any, of the data breaches**

Not Applicable.

**Leadership Indicators**

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

All information about the company's products and services are available on the company's website:

<https://www.smlisuzu.com>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

All the required information is being provided through "Customer's Manual" to every customer. Drivers, Dealer Mechanics and other concerned persons receive training through the Company's Training Centers and Training Vans.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Not Applicable.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Product Information, as per the applicable laws, is being provided through Customer's Manual which is provided to every customer. The surveys for capturing Customer satisfaction are undertaken on regular basis.

## BALANCE SHEET AS AT 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	Note No.	As at 31 March 2025	As at 31 March 2024
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	26,344.63	26,719.40
Capital work-in-progress	3	4,228.56	257.39
Right of use assets	3	456.36	500.78
Intangible assets	3	5,302.73	6,830.17
Intangible assets under development	3	1,720.24	800.79
Financial assets			
- Loans	4A	151.01	201.99
- Other financial assets	5A	287.72	294.33
Deferred tax assets (net)	19	-	1,908.22
Income tax assets (net)	6	433.35	502.35
Other non-current assets	7	687.37	775.94
<b>Total non-current assets</b>		<b>39,611.97</b>	<b>38,791.36</b>
<b>Current assets</b>			
Inventories	8	57,799.37	57,973.06
Financial assets			
- Trade receivables	9	26,525.31	16,897.23
- Cash and cash equivalents	10	310.10	3,482.01
- Bank balances other than cash and cash equivalents	11	1,673.48	1,387.14
- Loans	4B	89.51	66.83
- Other financial assets	5B	219.83	132.54
Other current assets	12	3,711.71	2,521.94
<b>Total current assets</b>		<b>90,329.31</b>	<b>82,460.75</b>
<b>Total assets</b>		<b>1,29,941.28</b>	<b>1,21,252.11</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	13	1,447.88	1,447.88
Other equity	14	36,818.39	27,111.00
<b>Total equity</b>		<b>38,266.27</b>	<b>28,558.88</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
- Borrowings	15A	6,255.36	4,035.24
- Lease liabilities	32	249.09	306.60
- Other financial liabilities	16A	1,232.99	1,183.23
Provisions	18A	4,800.74	5,027.71
Deferred tax liabilities (net)	19	1,782.38	-
Other non-current liabilities	20	184.37	184.89
<b>Total non-current liabilities</b>		<b>14,504.93</b>	<b>10,737.67</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings	15B	25,922.61	37,530.31
- Trade payables	21		
(a) total outstanding dues of micro enterprises and small enterprises		3,264.70	2,103.66
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		33,748.00	31,084.09
- Lease liabilities	32	278.25	254.69
- Other financial liabilities	16B	2,515.82	1,179.56
Other current liabilities	17	7,900.39	6,552.44
Provisions	18B	3,310.17	3,236.28
Current tax liabilities (net)	22	230.14	14.53
<b>Total current liabilities</b>		<b>77,170.08</b>	<b>81,955.56</b>
<b>Total liabilities</b>		<b>91,675.01</b>	<b>92,693.23</b>
<b>Total equity and liabilities</b>		<b>1,29,941.28</b>	<b>1,21,252.11</b>

Material accounting policy information

Notes to the financial statements

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

ICAI Firm registration number: 001076N/N500013

Sandeep Mehta

Partner

Membership Number: 099410

For and on behalf of the Board of Directors of SML Isuzu Limited

Rakesh Bhalla

Chief Financial Officer

FCMA: 09442

Parvesh Madan

Company Secretary

ACS: 31266

Chandra Shekhar Verma

Chairman

DIN: 00121756

Yasushi Nishikawa

Managing Director & CEO

DIN: 11027072

Place: Chandigarh

Date: 30 May 2025

Place: New Delhi

Date: 30 May 2025

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
<b>Income:</b>			
Revenue from operations	23	2,39,899.28	2,19,593.38
Other income	24	605.34	540.54
<b>Total income</b>		<b>2,40,504.62</b>	<b>2,20,133.92</b>
<b>Expenses:</b>			
Cost of materials consumed	25	1,72,648.34	1,75,480.48
Purchase of stock-in-trade		8,784.91	7,840.83
Changes in inventories of finished goods, work in progress and stock-in-trade	26	778.76	(13,588.60)
Employee benefits expense	27	20,626.04	19,569.11
Finance costs	28	2,987.90	3,034.91
Depreciation and amortisation expense	29	4,835.31	4,751.65
Other expenses	30	13,605.68	12,400.46
<b>Total expenses</b>		<b>2,24,266.94</b>	<b>2,09,488.84</b>
<b>Profit before tax</b>		<b>16,237.68</b>	<b>10,645.08</b>
Tax expense / (credit):	39		
Current tax		362.12	-
Tax adjustment related to prior years		(31.11)	7.73
Deferred tax		3,739.23	(150.45)
<b>Income tax expense</b>		<b>4,070.24</b>	<b>(142.72)</b>
<b>Profit for the year</b>		<b>12,167.44</b>	<b>10,787.80</b>
<b>Other comprehensive income</b>	14		
(i) Items that will not be reclassified to profit or loss			
- Re-measurement losses on defined benefit plans		(193.22)	(31.52)
(ii) Income tax related to items that will not be reclassified to profit or loss		48.63	7.93
<b>Net other comprehensive income/(loss) not to be reclassified to profit or loss</b>		<b>(144.59)</b>	<b>(23.59)</b>
<b>Total comprehensive income for the year</b>		<b>12,022.85</b>	<b>10,764.21</b>
<b>Basic and diluted earnings per share in Rupees</b>	33	<b>84.08</b>	<b>74.54</b>
<b>(Face value of ₹ 10 per share)</b>			
Material accounting policy information	2		
Notes to the financial statements	1-48		
<b>The accompanying notes form an integral part of the financial statements</b>			

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

ICAI Firm registration number: 001076N/N500013

**Sandeep Mehta**

Partner

Membership Number: 099410

For and on behalf of the Board of Directors of SML Isuzu Limited

**Rakesh Bhalla**

Chief Financial Officer

FCMA: 09442

**Chandra Shekhar Verma**

Chairman

DIN: 00121756

**Parvesh Madan**

Company Secretary

ACS: 31266

**Yasushi Nishikawa**

Managing Director & CEO

DIN: 11027072

Place: Chandigarh

Date: 30 May 2025

Place: New Delhi

Date: 30 May 2025

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	16,237.68	10,645.08
Adjustments for :		
Depreciation and amortization expense	4,835.31	4,751.65
Unrealised loss on foreign exchange fluctuation (net)	11.96	0.14
Finance costs	2,987.90	3,034.91
Interest income	(409.84)	(206.99)
Property, plant and equipment written off (net)	57.59	52.11
Net gain on sale of property, plant and equipment	(16.19)	(107.72)
Gain on lease modification	(0.22)	-
Allowance for doubtful trade receivables / advances	32.02	6.68
Provision for inventories written down	102.48	271.20
Bad debts / advances written off	15.64	34.50
Liabilities/provisions/allowances no longer required written back	(72.30)	(39.73)
<b>Operating profit before working capital changes</b>	<b>23,782.03</b>	<b>18,441.83</b>
Adjustments for changes in :		
Trade receivables	(9,618.69)	(9,342.94)
Inventories	71.21	(16,054.97)
Other non-current and current financial assets	(44.19)	(64.84)
Other non-current and current loans	28.31	(141.32)
Other non-current and current assets	(1,228.01)	789.72
Trade payables	3,830.23	4,057.22
Non-current and current provisions	(447.77)	2,554.28
Other non-current and current financial liabilities	74.00	242.70
Other non-current and current liabilities	1,347.42	(5,312.93)
<b>CASH GENERATED FROM / (USED IN) OPERATIONS</b>	<b>17,794.54</b>	<b>(4,831.25)</b>
Less: Direct tax paid (net)	46.40	136.73
<b>NET CASH GENERATED FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>17,748.14</b>	<b>(4,967.98)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Payment for property, plant and equipment, intangible assets, capital work in progress and intangible assets under development	(6,198.24)	(4,242.63)
Proceeds from sale of property, plant and equipment	25.39	522.93
(Investment in) / maturity of bank deposits [having original maturity of more than three months]	(161.19)	98.59
Investment in bank deposits held as margin money	(159.58)	(1,153.00)
Interest received	399.48	194.13
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(6,094.14)</b>	<b>(4,579.98)</b>

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long-term borrowings taken during the year	5,809.29	4,925.74
Long-term borrowings repaid during the year	(2,700.02)	(1,774.42)
Payment of lease liabilities (Principal)	(195.13)	(178.55)
Payment of lease liabilities (Interest)	(50.27)	(55.02)
Short-term borrowings (repaid) / taken during the year (net)	(12,496.85)	12,603.21
Dividend transferred to Investor Education and Protection Fund	(28.66)	(28.06)
Dividend paid	(2,294.55)	(0.30)
Withdrawal from unpaid dividend accounts (net)	7.76	28.36
Finance costs paid	(2,877.48)	(2,840.15)
<b>NET CASH (USED IN) / GENERATED FROM FINANCING ACTIVITIES</b>	<b>14,825.91</b>	<b>12,680.81</b>
Net (decrease) / increase in cash and cash equivalents	(3,171.91)	3,132.85
Cash and cash equivalents at the beginning of the year	3,482.01	349.16
Cash and cash equivalents at the end of the year	310.10	3,482.01

### Notes to the Cash Flow Statement :-

- Components of cash and cash equivalents
 

Cash in hand	0.33	-
Balances with banks		
- Bank deposits (original maturity of 3 months or less)	175.00	1,241.00
- Current accounts	134.77	2,241.01
	<b>310.10</b>	<b>3,482.01</b>
- The above "Statement of Cash flows" has been prepared as per the Indirect method as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- Refer note 41 (b) of financial statements for reconciliation of movements of liabilities to cash flows arising from financing activities.

### As per our report of even date attached

#### For Walker Chandiok & Co LLP

Chartered Accountants

ICAI Firm registration number: 001076N/N500013

#### Sandeep Mehta

Partner

Membership Number: 099410

### For and on behalf of the Board of Directors of SML Isuzu Limited

#### Rakesh Bhalla

Chief Financial Officer

FCMA: 09442

#### Parvesh Madan

Company Secretary

ACS: 31266

#### Chandra Shekhar Verma

Chairman

DIN: 00121756

#### Yasushi Nishikawa

Managing Director & CEO

DIN: 11027072

Place: Chandigarh

Date: 30 May 2025

Place: New Delhi

Date: 30 May 2025



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

A. Equity share capital	Note	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginnning of the year		1,447.88	1,447.88
Balance at the end of the year	13	1,447.88	1,447.88

### B. Other equity

Particulars	Reserves and surplus			Total other equity
	Securities premium (Refer note 14)	General reserve (Refer note 14)	Retained earnings (Refer note 14)	
Balance as at 1 April 2023	7,452.88	10,202.51	(1,308.60)	16,346.79
Profit for the year	-	-	10,787.80	10,787.80
Other comprehensive income / (loss), net of tax	-	-	(23.59)	(23.59)
Total comprehensive income for the year	-	-	10,764.21	10,764.21
Balance as at 31 March 2024	7,452.88	10,202.51	9,455.61	27,111.00
Balance as at 1 April 2024	7,452.88	10,202.51	9,455.61	27,111.00
Profit for the year	-	-	12,167.44	12,167.44
Other comprehensive income / (loss), net of tax	-	-	(144.59)	(144.59)
Total comprehensive income for the year	-	-	12,022.85	12,022.85
Dividend	-	-	(2,315.46)	(2,315.46)
Balance as at 31 March 2025	7,452.88	10,202.51	19,163.00	36,818.39

### Notes:

- Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 (the Act) for specified purposes.
- Profits from retained earnings are transferred to general reserve from time to time for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
- Retained earnings represents the profits that the Company has earned till date less any transfer to general reserve, dividends distributed, or other distributions to shareholders.

Material accounting policy information 2  
Notes to the financial statements 1-48

The accompanying notes form an integral part of the financial statements

### As per our report of even date attached

#### For Walker Chandiok & Co LLP

Chartered Accountants  
ICAI Firm registration number: 001076N/N500013

#### Sandeep Mehta

Partner  
Membership Number: 099410

### For and on behalf of the Board of Directors of SML Isuzu Limited

Rakesh Bhalla  
Chief Financial Officer  
FCMA: 09442

Parvesh Madan  
Company Secretary  
ACS: 31266

Chandra Shekhar Verma  
Chairman  
DIN: 00121756

Yasushi Nishikawa  
Managing Director & CEO  
DIN: 11027072

Place: Chandigarh  
Date: 30 May 2025

Place: New Delhi  
Date: 30 May 2025

## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### 1. Reporting entity

SML Isuzu Limited ('the Company') is a public Company domiciled in India with its registered office situated at Village: Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab and its shares are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) in India. The Company is primarily engaged in the business of manufacture and sale of Commercial Vehicles and their parts. The Company has its operations primarily in India.

The financial statements of the Company for the year ended 31 March 2025 have been prepared as per the requirements of Schedule III (Division II) of the Companies Act, 2013.

### 2. Material Accounting Policy Information

#### (a) Basis of preparation

##### (i) Statement of compliance

These financial statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and, other relevant provisions of the Act and guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable.

The financial statements have been prepared on accrual and going concern basis.

The financial statements were authorized for issue by the Company's Board of Directors on 30 May 2025.

##### (ii) Functional and presentation currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees. All amounts have been rounded-off to the nearest lakhs, up to two places of decimal, unless otherwise indicated.

##### (iii) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit (asset) / liability	Fair Value of the plan assets less present value of defined benefits obligations
Certain financial assets and liabilities (Including derivative instruments)	Fair value

##### (iv) Use of estimates and judgments

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

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## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognized prospectively in current and future periods.

### *Judgments*

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 2 (b) and 3 – Assessment of useful life and residual value of Property, plant and equipment
- Note 2 (c) and 3 – Assessment of useful life of Intangible assets
- Note 2 (d) and 8 – Inventory valuation
- Note 2 (f), 2 (g), 18 A, 18 B and 31 – Provisions and contingent liabilities
- Note 2 (i) and 23 – Revenue recognition
- Note 2 (l) and 39 – Income taxes
- Note 2 (m), 3 and 32 – Leases

### *Assumptions and estimation uncertainties*

Information about assumptions and estimation uncertainties that have a significant impact on the financial statements are as mentioned below:

Note 2 (e), 18 (A), 18 (B) and 37 – measurement of defined benefit obligations: key actuarial assumptions

Note 2 (g), 18 (A), 18 (B) and 31 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

Note 2 (o) (ii) – Impairment test of non-financial assets: key assumptions underlying recoverable amounts

Note 2 (o) (i) - Impairment of financial assets

Note 38 (B) and 2 (a) (v) - Fair value measurement of financial instruments

Note 19 and 2 (l) - Recognition of deferred tax assets: availability of future taxable profits against which such deferred tax assets can be adjusted

### *(v) Measurement of fair values*

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

Further information about the assumptions made while measuring fair values is included in note 38 - financial instruments.

### (vi) *New Accounting Standards and amendments adopted by the Company*

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended / notified certain accounting standards (see below), and are effective on or after 1 April 2024:

- Insurance Contracts – Ind AS 117

- Lease liability in sale and leaseback - amendments to Ind AS 116

These amendments did not have any material impact on the financial statements of the Company.

## (b) **Property, plant and equipment ('PPE')**

### (i) *Recognition and measurement*

Property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and/ or accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Capital work-in-progress comprises the cost of PPE that are not ready for their intended use at the reporting date.

Advances paid towards acquisition of PPE outstanding at each Balance sheet date, are shown as capital advances under other non-current assets.

Any gain or loss on disposal of item of PPE is recognised in the Statement of Profit and Loss.

## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### (ii) *Subsequent expenditure*

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

### (iii) *Depreciation*

Depreciation is calculated on cost of items of PPE less their estimated residual values over their estimated useful lives using the straight-line method, and is recognised in the Statement of Profit and Loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation on items of PPE is calculated on the basis useful lives as specified below:

Particulars	Management estimate of useful life (Years)	Useful life as per Schedule II of the Companies Act, 2013 (Years)
Buildings	3-60	3-60
Office equipment	2-10	5
Furniture and fixtures	3-10	10
Vehicles	4-10	8-10
Plant and equipment	2-35	15-35
Computers	3-6	3-6

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

## (c) **Intangible assets**

### (i) *Intangible assets acquired separately:*

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### (ii) *Internally generated: Research and development*

Expenditure on research activities is recognised in the Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in the Statement of Profit and Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and/ or any accumulated impairment losses.

### (iii) *Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss as incurred.

### (iv) *Amortisation*

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful lives are as follows:

- Software 3-10 years
- Technical know-how 2.5-15 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

### (v) *Derecognition*

Intangible assets are derecognised on disposal or when no future economic benefits are expected from their use and disposal.

## (d) **Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the moving weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.



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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)**

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

**(e) Employee benefits***Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., salaries and wages, short term compensated absences and bonus etc., if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

*Post-employment benefits***- Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. The Company makes specified contributions towards these schemes such as Superannuation Fund, Provident Fund, Employee State Insurance and other funds as determined under relevant schemes and/ or statute. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by employees.

**- Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefits obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

Remeasurement of the net defined benefit liability i.e. Gratuity, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in retained earnings. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

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**Notes forming part of the financial statements for the year ended 31 March 2025**

**(All amounts in Rs. Lakhs unless stated otherwise)**

*Other long-term employee benefits*

Compensated absences

The Company's net obligations in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. Obligations such as those related to compensated absences are measured on the basis of an annual independent actuarial valuation using the projected unit cost credit method. The employees can carry forward unutilized compensated absences and utilize them in future periods or receive cash in lieu thereof as per the Company's policy. Remeasurement gains or losses are recognised in the Statement of Profit and Loss in the period in which they arise.

*Termination benefits*

Termination benefits are recognised as an expense when, as a result of past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**(f) Provisions (other than for employee benefits)**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Expected future operating losses are not provided for.

*(i) Warranties*

Provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighing of all possible outcomes by their associated probabilities. The timing of outflows will vary as and when warranty claim will arise.

*(ii) Onerous contracts*

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

**(g) Contingent liabilities**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)**

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are recognized when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

A contingent asset is disclosed where an inflow of economic benefits is probable.

**(h) Commitments**

Commitments include the amount of purchase order / contracts (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting date.

**(i) Revenue****(a) Revenue from contract with customers*****Sale of goods and rendering of services***

Under Ind AS 115, the Company recognizes revenue when or as a performance obligation is satisfied by transferring a promised good or service to a customer.

Further, revenue is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when or as the entity satisfies a performance obligation

The Company disaggregates revenue from contracts with customers by geography.

Use of significant judgements in revenue recognition:

- i. The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- ii. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

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**Notes forming part of the financial statements for the year ended 31 March 2025**

**(All amounts in Rs. Lakhs unless stated otherwise)**

- iii. The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.
- iv. The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

***Sale of products***

Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the products at an amount that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

***Rendering of services***

Consideration received for services not yet rendered and for which Company has an obligation to perform is recognised as revenue received in advance and subsequently recognised as revenue in the Statement of Profit and Loss over the period of the contract.

Revenue from royalty is recognized on accrual basis as per the terms of agreement entered into with the respective parties.

Revenue from dealer support services is recognized on accrual basis as per the terms of agreement entered into with the Dealers.

***Contract Liabilities***

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**(b) Other operating revenue – Export incentives**

Export incentives are accounted for on an accrual basis.

**(j) Recognition of interest income or expense**

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)**

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**(k) Borrowing costs**

Borrowing costs includes interest and other costs (including exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(l) Income-tax**

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

*Current tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

*Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax asset is recognised for the carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Therefore, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized.

Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefits will be realized.

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**Notes forming part of the financial statements for the year ended 31 March 2025**

**(All amounts in Rs. Lakhs unless stated otherwise)**

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authorities.

**(m) Leases**

The Company's lease asset classes primarily consist of leases for Buildings and Plant and equipment. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date. These are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Company. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.



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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)***Judgements and estimates:-*

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

**(n) Financial Instruments***i) Recognition and initial measurement*

Trade receivables are initially recognised at their transaction price. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

*ii) Classification and subsequent measurement*Financial assets

On initial recognition, a financial asset is classified as measured at:

- a. Amortised cost; or
- b. Fair value through profit and loss ('FVTPL')

Financial assets are not reclassified subsequent to their initial recognition, except if the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets which are not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets, unless they are designated as hedging instruments, for which hedge accounting is applied. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

## Notes forming part of the financial statements for the year ended 31 March 2025

(All amounts in Rs. Lakhs unless stated otherwise)

*Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

*Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

*Financial liabilities: Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL, if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit or loss.

### iii) *De-recognition*

*Financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or if it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)**

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

**iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**(o) Impairment****i) *Impairment of financial assets***

The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month ECL.

With respect to trade receivables, the loss allowances are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as the date of initial recognition.

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**Notes forming part of the financial statements for the year ended 31 March 2025**

**(All amounts in Rs. Lakhs unless stated otherwise)**

The Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

*Measurement of expected credit losses*

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. difference between the cash flow due to the Company in accordance with the contract and the cash flow that the Company expects to receive).

*Presentation of allowance for expected credit losses in the balance sheet*

Loss allowance for financial assets measured at amortised cost is deducted from the gross carrying amount of the assets.

*Write-off*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtors do not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedure for recovery of amounts due.

*ii) Impairment of non-financial assets*

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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**Notes forming part of the financial statements for the year ended 31 March 2025****(All amounts in Rs. Lakhs unless stated otherwise)****(p) Operating segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

**(q) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, demand deposits held with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**(r) Statement of Cash flows**

Cash flows are reported using the indirect method, whereby profit / (loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**(s) Earnings per share**

Basic earnings per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end, except where the results would be anti-dilutive.

**(t) Research and development**

Expenditure on research is recognised in the Statement of Profit and Loss under the respective heads of account in the period in which it is incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised, if the cost can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and right to use the asset. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the Statement of Profit and Loss as an expense as incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Property, plant and equipment used for research and development are depreciated in accordance with the Company's policy as stated above.

**(u) Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 7 May 2025, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2025, applicable from 1 April 2025, as below:

**Ind AS 21 - The Effects of Changes in Foreign Exchange Rates** - This amendment requires entities to assess currency exchangeability, estimate exchange rates when currencies are not readily exchangeable, and provide additional disclosures in such cases. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2025. The Company has evaluated the amendment and does not expect this amendment to have any significant impact in its financial statements.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**  
(All amounts in Rs. Lakhs unless stated otherwise)

**Note 3**

**Property, plant and equipment (PPE) and capital work in progress \***

	Freehold Land**	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Computers	Total	Capital Work in Progress ^
<b>GROSS BLOCK</b>									
Balance as at 1 April 2023	283.92	12,774.71	31,224.71	1,230.30	331.03	943.22	1,099.57	47,887.46	93.56
Add: Additions during the year	-	75.52	1,720.61	101.59	29.24	211.78	316.65	2,455.39	1,959.96
Less: Disposals / Adjustments	235.18	8.06	131.50	1.30	11.91	1.24	103.17	492.36	1,796.13
<b>Balance as at 31 March 2024</b>	<b>48.74</b>	<b>12,842.17</b>	<b>32,813.82</b>	<b>1,330.59</b>	<b>348.36</b>	<b>1,153.76</b>	<b>1,313.05</b>	<b>49,850.49</b>	<b>257.39</b>
Add: Additions during the year	-	450.34	1,758.23	101.30	38.06	189.23	158.47	2,695.63	6,179.74
Less: Disposals / Adjustments	-	41.44	283.86	132.75	17.07	148.41	114.82	738.35	2,208.57
<b>Balance as at 31 March 2025</b>	<b>48.74</b>	<b>13,251.07</b>	<b>34,288.19</b>	<b>1,299.14</b>	<b>369.35</b>	<b>1,194.58</b>	<b>1,356.70</b>	<b>51,807.77</b>	<b>4,228.56</b>
<b>ACCUMULATED DEPRECIATION</b>									
Balance as at 1 April 2023	-	3,676.40	13,627.52	1,040.10	309.18	780.27	922.89	20,356.36	-
Add: Charge during the year	-	560.11	2,134.91	69.31	10.25	81.30	123.92	2,979.80	-
Less: Disposals / Adjustments	-	2.35	85.10	1.30	11.91	1.24	103.17	205.07	-
<b>Balance as at 31 March 2024</b>	<b>-</b>	<b>4,234.16</b>	<b>15,677.33</b>	<b>1,108.11</b>	<b>307.52</b>	<b>860.33</b>	<b>943.64</b>	<b>23,131.09</b>	<b>-</b>
Add: Charge during the year	-	570.36	2,088.53	57.10	16.08	110.18	170.01	3,012.26	-
Less: Disposals / Adjustments	-	11.35	260.80	132.62	17.07	144.10	114.27	680.21	-
<b>Balance as at 31 March 2025</b>	<b>-</b>	<b>4,793.17</b>	<b>17,505.06</b>	<b>1,032.59</b>	<b>306.53</b>	<b>826.41</b>	<b>999.38</b>	<b>25,463.14</b>	<b>-</b>
<b>NET BLOCK</b>									
Balance as at 31 March 2024	48.74	8,608.01	17,136.49	222.48	40.84	293.43	369.41	26,719.40	257.39
<b>Balance as at 31 March 2025</b>	<b>48.74</b>	<b>8,457.90</b>	<b>16,783.13</b>	<b>266.55</b>	<b>62.82</b>	<b>368.17</b>	<b>357.32</b>	<b>26,344.63</b>	<b>4,228.56</b>

**Intangible assets**

	Softwares	Technical know-how	Total	Intangible assets under development ^
<b>GROSS BLOCK - Acquired</b>				
Balance as at 1 April 2023	1,085.17	10,724.37	11,809.54	1,024.50
Add: Additions during the year #	-	1,124.76	1,124.76	901.05
Less: Disposals / Adjustments	-	355.77	355.77	1,124.76
<b>Balance as at 31 March 2024</b>	<b>1,085.17</b>	<b>11,493.36</b>	<b>12,578.53</b>	<b>800.79</b>
Add: Additions during the year #	55.58	42.85	98.43	1,017.88
Less: Disposals / Adjustments	-	20.83	20.83	98.43
<b>Balance as at 31 March 2025</b>	<b>1,140.75</b>	<b>11,515.38</b>	<b>12,656.13</b>	<b>1,720.24</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	Softwares	Technical know-how	Total	Intangible assets underdevelopment <sup>^</sup>
<b>ACCUMULATED AMORTISATION</b>				
Balance as at 1 April 2023	666.27	3,677.92	4,344.19	-
Add: Charge during the year	108.43	1,471.47	1,579.90	-
Less: Disposals / Adjustments	-	175.73	175.73	-
<b>Balance as at 31 March 2024</b>	<b>774.70</b>	<b>4,973.66</b>	<b>5,748.36</b>	<b>-</b>
Add: Charge during the year	107.87	1,509.36	1,617.23	-
Less: Disposals / Adjustments	-	12.19	12.19	-
<b>Balance as at 31 March 2025</b>	<b>882.57</b>	<b>6,470.83</b>	<b>7,353.40</b>	<b>-</b>
<b>NET BLOCK</b>				
Balance as at 31 March 2024	310.47	6,519.70	6,830.17	800.79
<b>Balance as at 31 March 2025</b>	<b>258.18</b>	<b>5,044.55</b>	<b>5,302.73</b>	<b>1,720.24</b>

### Right of use assets

	Buildings	Plant and equipment	Total
<b>GROSS BLOCK</b>			
Balance as at 1 April 2023	816.69	485.68	1,302.37
Add: Additions during the year	26.75	72.80	99.55
Less: Disposals / Adjustments	23.64	-	23.64
<b>Balance as at 31 March 2024</b>	<b>819.80</b>	<b>558.48</b>	<b>1,378.28</b>
Add: Additions during the year	112.96	49.69	162.65
Less: Disposals / Adjustments	55.51	23.80	79.31
<b>Balance as at 31 March 2025</b>	<b>877.25</b>	<b>584.37</b>	<b>1,461.62</b>
<b>ACCUMULATED DEPRECIATION</b>			
Balance as at 1 April 2023	483.33	225.86	709.19
Add: Charge during the year	118.44	73.51	191.95
Less: Disposals / Adjustments	23.64	-	23.64
<b>Balance as at 31 March 2024</b>	<b>578.13</b>	<b>299.37</b>	<b>877.50</b>
Add: Charge during the year	128.48	77.34	205.82
Less: Disposals / Adjustments	54.26	23.80	78.06
<b>Balance as at 31 March 2025</b>	<b>652.35</b>	<b>352.91</b>	<b>1,005.26</b>
<b>NET BLOCK</b>			
Balance as at 31 March 2024	241.67	259.11	500.78
<b>Balance as at 31 March 2025</b>	<b>224.90</b>	<b>231.46</b>	<b>456.36</b>

### Notes:

\* refer note 15 for information with regard to PPE pledged as security by the Company.

\*\* Title deeds of all immovable properties are held in the name of the Company.

# Additions during the year includes capitalised borrowing costs of Rs. 77.85 lakhs (previous year Rs. 35.03 lakhs) in intangible assets under development, with a capitalisation rate of 8.82% (previous year 8.75%).

<sup>^</sup> Disposals / adjustments included in capital work-in-progress / intangible assets under development represents assets capitalised during the year.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Capital work in progress ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025*</b>					
Projects in progress**	4,176.44	9.25	39.56	3.31	4,228.56
<b>As at 31 March 2024</b>					
Projects in progress	206.71	47.37	0.06	3.25	257.39

### Intangible assets under development ageing schedule (IAUD)

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025*</b>					
Projects in progress**	925.57	571.58	223.09	-	1,720.24
<b>As at 31 March 2024</b>					
Projects in progress	577.70	223.09	-	-	800.79

#### Notes:

\* There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2025.

\*\* Capital work in progress comprises expenditure for buildings under construction, plant and equipments yet to be installed and intangible assets under development mainly consists of new technical knowhow.

### Note 4

	As at 31 March 2025	As at 31 March 2024
<b>LOANS *</b>		
<b>A. Non-current</b>		
Loan to employees considered good - unsecured	151.01	201.99
	<u>151.01</u>	<u>201.99</u>
<b>B. Current</b>		
Loan and advances to employees considered good - unsecured	89.51	66.83
	<u>89.51</u>	<u>66.83</u>
	<u>240.52</u>	<u>268.82</u>

\* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 5

	As at 31 March 2025	As at 31 March 2024
<b>OTHER FINANCIAL ASSETS *</b>		
<b>A. Non-current</b>		
Other bank balances:		
- Bank deposits (due to mature after twelve months from the reporting date) **	118.41	156.69
Bank deposits held as margin money ^	64.95	-
Interest accrued but not due on bank deposits	5.84	12.88
Security deposits	98.52	124.76
	<u>287.72</u>	<u>294.33</u>
<b>B. Current</b>		
Interest accrued but not due on deposits	37.84	20.43
Royalty income receivable	52.11	27.85
Export incentive receivable	76.05	16.29
Insurance claim receivable	-	39.48
Security deposits	53.83	28.49
	<u>219.83</u>	<u>132.54</u>
	<u>507.55</u>	<u>426.87</u>

\* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

^ These balances are held as margin money against bank guarantees.

\*\* includes restricted bank deposits amounting to Rs. 117.41 lakhs (previous year Rs. 156.69 lakhs) held as security in relation to interest and repayment of bank borrowings and Rs. 1 lakh (previous year Nil) held as security against overdraft account.

### Note 6

	As at 31 March 2025	As at 31 March 2024
<b>INCOME TAX ASSETS (NET)</b>		
Advance income-tax and tax deducted at source	433.35	502.35
(net of provision for income tax)	<u>433.35</u>	<u>502.35</u>

### Note 7

	As at 31 March 2025	As at 31 March 2024
<b>OTHER NON-CURRENT ASSETS</b>		
(Unsecured considered good unless stated otherwise)		
Balance with government authorities	13.91	15.09
Capital advances	436.48	556.63
Prepaid expenses and other advances	86.53	71.94
Amount paid under protest to government authorities		
- Income tax	119.17	119.17
- Sales tax/VAT/GST	29.94	11.77
- Excise duty	1.34	1.34
	<u>687.37</u>	<u>775.94</u>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 8

	As at 31 March 2025	As at 31 March 2024
<b>INVENTORIES**</b>		
(valued at cost or net realisable value, whichever is lower)		
Raw materials*	14,154.47	13,538.79
Work-in-progress	8,239.08	5,867.47
Finished goods (vehicles)*	34,306.11	37,441.96
Stock-in-trade (spare parts)*	867.05	881.57
Stores and spares*	218.39	219.79
Loose tools*	14.27	23.48
	<b>57,799.37</b>	<b>57,973.06</b>
* Includes goods / stock-in-transit:		
- Raw materials	1,386.30	1,637.08
- Finished goods (vehicles)	7,595.78	5,054.54
- Stock-in-trade (spare parts)	38.70	38.11
- Stores and spares	3.89	1.98
- Loose tools	2.20	-

\*\* For disclosure relating to hypothecation of inventory, refer to note 15 B

#### Note:

The net inventory written down during the year amounted to Rs. 102.48 lakhs (previous year Rs. 271.20 lakhs)

### Note 9

	As at 31 March 2025	As at 31 March 2024
<b>TRADE RECEIVABLES * #</b>		
Trade receivables considered good - secured	539.25	496.24
Trade receivables considered good - unsecured	26,022.96	16,407.79
Trade receivables - credit impaired	196.03	205.00
	<b>26,758.24</b>	<b>17,109.03</b>
Less: Allowance for expected credit losses	232.93	211.80
	<b>26,525.31</b>	<b>16,897.23</b>

\* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

# Trade receivables is part of contract balances as per Ind AS 115. These are non-interest bearing and are generally on terms of 7 to 90 days [refer credit risk note 38 (A) (II)]

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**  
(All amounts in Rs. Lakhs unless stated otherwise)

**Trade Receivables ageing schedule**

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled dues	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2025</b>								
(i) Undisputed trade receivables - considered good	-	20,518.48	5,140.05	846.95	30.45	26.28	-	26,562.21
(ii) Disputed trade receivables - credit impaired	-	-	-	-	-	-	196.03	196.03
<b>Sub total</b>	-	20,518.48	5,140.05	846.95	30.45	26.28	196.03	26,758.24
Less: Allowance for expected credit losses								232.93
<b>Total</b>								26,525.31
<b>As at 31 March 2024</b>								
(i) Undisputed trade receivables - considered good	-	13,146.32	3,657.90	72.93	26.88	-	-	16,904.03
(ii) Disputed trade receivables - credit impaired	-	-	-	-	-	-	205.00	205.00
<b>Sub total</b>	-	13,146.32	3,657.90	72.93	26.88	-	205.00	17,109.03
Less: Allowance for expected credit losses								211.80
<b>Total</b>								16,897.23

**Note 10**

	As at 31 March 2025	As at 31 March 2024
<b>CASH AND CASH EQUIVALENTS *</b>		
Balances with banks		
- in deposit accounts (original maturity of three months or less)	175.00	1,241.00
- in current accounts	134.77	2,241.01
Cash on hand	0.33	-
	<b>310.10</b>	<b>3,482.01</b>

\* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 11

	As at 31 March 2025	As at 31 March 2024
<b>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS *</b>		
Bank deposits (with original maturity of more than three months and due to mature within twelve months from the reporting date)**	357.37	161.50
Unpaid dividend accounts	28.89	36.63
Bank deposits held as margin money ^	1247.63	1,153.00
Earmarked balances #	39.59	36.01
	<u>1,673.48</u>	<u>1,387.14</u>

\* The Company's exposure to credit and market risks related to financial assets are disclosed in note 38.

# These balances are earmarked to meet certain employee related contingencies and not freely usable.

^ These balances are held as margin money against bank guarantees [also refer footnote \*\*\* (i) to note 18].

\*\* includes restricted bank deposits amounting to Rs. 357.37 lakhs (previous year Rs. 101.50 lakhs) held as security in relation to interest and repayment of bank borrowings.

### Note 12

	As at 31 March 2025	As at 31 March 2024
<b>OTHER CURRENT ASSETS</b>		
(Unsecured considered good unless stated otherwise)		
Balance with government authorities	3,081.13	2,089.09
Advances for supply of goods	147.14	54.96
Prepaid expenses and other advances	483.44	377.89
	<u>3,711.71</u>	<u>2,521.94</u>

### Note 13

	As at 31 March 2025		As at 31 March 2024	
<b>EQUITY SHARE CAPITAL</b>				
<b>1. Details of Share Capital</b>				
	<u>No. of shares</u>	<u>Amount</u>	<u>No. of shares</u>	<u>Amount</u>
<b>Authorised</b>				
Equity shares of Rs. 10 each	4,00,00,000	4,000.00	4,00,00,000	4,000.00
	<u>4,00,00,000</u>	<u>4,000.00</u>	<u>4,00,00,000</u>	<u>4,000.00</u>
<b>Issued, subscribed and paid up</b>				
Equity shares of Rs. 10 each fully paid up *	1,44,71,646	1,447.17	1,44,71,646	1,447.17
Forfeited equity shares of Rs.10 each	13,300	0.71	13,300	0.71
	<u>1,44,84,946</u>	<u>1,447.88</u>	<u>1,44,84,946</u>	<u>1,447.88</u>

\* Includes 100 (previous year 100) equity shares of Rs. 10 each, fully paid up, held by a non resident indian ('NRI') for which approval from the Reserve Bank of India is pending.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### 2. Rights, preferences and restrictions attached to the equity shares :-

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, if any, in proportion to the number of equity shares held.

### 3. Reconciliation of the shares outstanding at beginning and at the end of the year

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning and at the end of the year	1,44,71,646	1,447.17	1,44,71,646	1,447.17

### 4. Details of promoters shareholding - Shares held by promoters at the end of the year

Promoter name	As at 31 March 2025			As at 31 March 2024		
	No. of shares held	% of total shares	% Change during the year	No. of shares held	% of equity shares	% Change during the year
1. Sumitomo Corporation, Japan	63,62,306	43.96%	-	63,62,306	43.96%	-

### 5. Details of shareholders holding more than 5% share in the Company

Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% of equity shares held	No. of shares	% of equity shares held
Sumitomo Corporation, Japan	63,62,306	43.96%	63,62,306	43.96%
Isuzu Motors Limited	21,70,747	15.00%	21,70,747	15.00%
Navodya Enterprises (Sachin Bansal & Vivek Bansal partner of Navodya Enterprises) [refer note below]	13,29,000	9.18%	13,80,000	9.54%
SPV Traders (Sachin Bansal - partner of SPV Traders) [refer note below]	9,31,000	6.43%	9,25,000	6.39%

**Note:** As per the declaration submitted by Navodya Enterprises under SEBI (SAST) Regulations, 2011 :

- As on 31st March 2025 - Total shareholding 29,15,100 shares (20.1435%) : Navodya Enterprises (Acquirer) along with Person Acting in Concert (PAC) - SPV Traders, Anandam Enterprises, Sapna Gupta and Sachin Bansal.
- As on 31st March 2024 - Total shareholding 29,28,100 shares (20.2334%) : Navodya Enterprises (Acquirer) along with Person Acting in Concert (PAC) - SPV Traders, Anandam Enterprises, Sapna Gupta, Sachin Bansal and Parveen Kumar Bansal.

### 6. There are no shares reserved for issue under options and contracts/commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash, or by way of bonus shares or shares bought back.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 14

	As at 31 March 2025	As at 31 March 2024
<b>OTHER EQUITY</b>		
<b>i. Securities premium</b>		
Balance at the beginning of the year	7,452.88	7,452.88
Add: Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>7,452.88</b>	<b>7,452.88</b>
<b>ii. General reserve</b>		
Balance at the beginning of the year	10,202.51	10,202.51
Add : Amount transferred from surplus	-	-
<b>Balance at the end of the year</b>	<b>10,202.51</b>	<b>10,202.51</b>
<b>iii. Retained earnings</b>		
Balance at the beginning of the year	9,455.61	(1,308.60)
Add: Profit for the year	12,167.44	10,787.80
Add: Other comprehensive income / (loss), net of tax	(144.59)	(23.59)
Less: Dividend	2,315.46	-
<b>Balance at the end of the year</b>	<b>19,163.00</b>	<b>9,455.61</b>
<b>Summary of components of other equity</b>		
Securities premium account (i)	7,452.88	7,452.88
General reserve (ii) *	10,202.51	10,202.51
Retained earnings (iii) *	19,163.00	9,455.61
	<b>36,818.39</b>	<b>27,111.00</b>

\* The general reserve and retained earnings can be distributed or utilised by the Company in accordance with the provisions of Companies Act, 2013.

### Note 15

	As at 31 March 2025	As at 31 March 2024
<b>BORROWINGS *</b>		
<b>A. Non-current</b>		
Term loan		
- From banks - secured **	9,673.54	6,370.53
- From banks - unsecured #	-	193.74
Less: Current maturities of term loan [refer note 15 (B)]	(3,418.18)	(2,529.03)
	<b>6,255.36</b>	<b>4,035.24</b>

\* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

\*\* includes the following:-

- (i) outstanding term loan - 1 of Rs. 300 lakhs (previous year Rs. 800 lakhs), carrying variable interest rate of 1 year MCLR + 0.10%, repayable in quarterly instalments commencing from 31 December 2022 and ending on 31 December 2025. The lender has exclusive charge on the fixed assets of the Company which are created through this term loan. The lender also has negative lien on fixed assets of the Company (excluding fixed assets exclusively charged for this loan).



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

- (ii) outstanding term loan - 2 of Rs. 45.70 lakhs (previous year Rs. 594.06 lakhs), carrying variable interest rate of 1 month MCLR + 0.15% / 3 months MCLR + 0.25%, repayable in monthly instalments commencing from 5 August 2022 and ending on 5 April 2025. The lender has exclusive charge on movable fixed assets (Plant and Machinery) of the project.
- (iii) outstanding term loan - 3 of Rs. 3,531 lakhs (previous year Rs. 4,781 lakhs), carrying variable interest rate of 3 months T bill rate + 1.72% for disbursements upto 30 April 2023 and 3 months T bill rate + 1.97% for disbursements from 1 May 2023 onwards, repayable in quarterly instalments commencing from 1 April 2024 and ending on 1 January 2028. The lender has first charge on movable fixed assets of the Company, giving a minimum cover of 1.25 times of the loan amount (excluding those movable fixed assets which are exclusively charged to other lenders).
- (iv) outstanding term loan - 4 of Rs. 1,334 lakhs (previous year Nil), carrying variable interest rate of 1 year MCLR + 0.10%, repayable in quarterly instalments commencing from 31 March 2025 and ending on 31 March 2027. The lender has exclusive charge on the fixed assets of the Company which are created through this term loan specifically. The lender also has negative lien on fixed assets of the Company (excluding fixed assets exclusively charged for our loan).
- (v) outstanding term loan - 5 of Rs. 3,200 lakhs (previous year Nil), carrying variable interest rate of based on Repo rate (presently 8.25% to 8.50%), repayable in quarterly instalments commencing from 30 September 2025 and ending on 30 June 2028. The lender has first exclusive charge on the fixed assets of the Company being funded from the term loan of Axis bank. The lender also has negative lien on fixed assets of the Company (excluding fixed assets exclusively charged for this loan).
- (vi) outstanding working capital term loan of Rs. 1,000 lakhs (previous year Nil), carrying variable interest rate of 1 month MCLR without spread presently 8.35%, repayable in ten quarterly instalments commencing from 20 August 2025 and ending on 20 November 2027. The lender has equitable mortgage (first and exclusive) of Industrial Unit (Land and Building) located at village Asron, Shahid Bhagat Singh Nagar, Punjab.
- (vii) outstanding term loans for vehicles Rs. 158.54 lakhs (previous year Rs. 195.47 lakhs), carrying fixed interest rate ranging from 8.75% to 9.50% per annum (previous year 8.75% to 9.50% per annum), repayable in monthly instalments commencing from 10 April 2023 and ending on 5 March 2029. The lender has exclusive charge on vehicle financed by such loan.
- (viii) outstanding term loans for vehicles Rs. 104.31 lakhs (previous year Nil), carrying floating interest rate (Repo rate+Spread) presently ranging from 8.80% to 8.85%, repayable in monthly instalments commencing from 15 August 2024 and ending on 15 March 2030. The lender has exclusive charge on vehicle financed by such loan.
- # includes outstanding term loan amounting to Nil (previous year Rs. 193.74 lakhs), carrying variable interest rate of 1 year MCLR + 0.15% repayable in quarterly instalments commencing from 5 October 2021 and ending on 31 March 2025. The lender has a negative lien on fixed assets of the Company.

	As at 31 March 2025	As at 31 March 2024
<b>B. Current</b>		
Loans repayable on demand		
Cash credit from banks - secured (i) *	3.17	-
Other loans from banks - secured (ii) *	18,750.00	30,000.00
Other loans from banks / non-banking finance company - unsecured (iii)	3,751.26	5,001.28
Current maturities of term loan [refer to note 15(A)]	3,418.18	2,529.03
	<b>25,922.61</b>	<b>37,530.31</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

- (i) The cash credit limits sanctioned by the bankers are secured by a parri passu charge on the Company's current assets. These carry floating interest rate ranging from 9.10% to 9.25% per annum during 2024-25 (previous year 8.70% to 9.10% per annum).
- (ii) Other loans from banks – secured represents working capital demand loan taken from various banks, secured by parri passu charge or first pari-passu charge on current assets of the Company. These carry an interest rate ranging from 7.85% to 8.58% per annum (previous year 7.98% to 9.53% per annum).
- (iii) Other loans from banks – unsecured represents working capital demand loan, working capital loan and credit card facility taken from various banks. These loans carry an interest rate ranging from 7.97% to 8.22% per annum (previous year 7.95% to 8.75% per annum).
- \* The Company has borrowings from banks on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

### Note 16

	As at 31 March 2025	As at 31 March 2024
<b>OTHER FINANCIAL LIABILITIES *</b>		
<b>A. Non-current</b>		
Security deposits from dealers	1,232.99	1,183.23
	<u>1,232.99</u>	<u>1,183.23</u>
<b>B. Current</b>		
Capital creditors^	1,552.18	185.89
Unpaid dividends	28.89	36.63
Interest accrued but not due on borrowings	73.21	119.74
Payable to employees	644.83	715.26
Payable to non-executive directors (refer note 36)	87.50	72.00
Security deposit from others	129.21	50.04
	<u>2,515.82</u>	<u>1,179.56</u>

\* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

^ For disclosures relating to Micro Enterprises and Small Enterprises, refer to note 21

### Note 17

	As at 31 March 2025	As at 31 March 2024
<b>OTHER CURRENT LIABILITIES</b>		
Advance from customers	3,366.16	2,110.02
Revenue received in advance	358.85	341.61
Statutory dues	4,175.38	4,100.81
	<u>7,900.39</u>	<u>6,552.44</u>

### CONTRACT BALANCES

Contract liability is comprised of consideration received from customers against which services are yet to be provided, is disclosed as under:

	As at 31 March 2025	As at 31 March 2024
Advance from customers *	3,366.16	2,110.02
Revenue received in advance (current) *	358.85	341.61
Revenue received in advance (non-current) [refer note 20]	184.37	184.89
	<u>3,909.38</u>	<u>2,636.52</u>

\* During the year, the Company has recognised revenue of Rs. 2,042.20 lakhs (previous year Rs. 4,994.20 lakhs) and Rs. 341.61 Lakhs (previous year Rs. 259.79 Lakhs) from amount included in contract liabilities (advance from customers and revenue received in advance) at the beginning of the year.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 18

	As at 31 March 2025	As at 31 March 2024
<b>PROVISIONS</b>		
<b>A. Non-current</b>		
Provisions for employee benefits (refer note 37)		
Gratuity	752.46	1,483.14
Compensated absences	3,209.62	2,963.87
	<b>3,962.08</b>	<b>4,447.01</b>
Other provisions		
Provision for warranties*	838.66	580.70
	<b>4,800.74</b>	<b>5,027.71</b>
<b>B. Current</b>		
Provisions for employee benefits (refer note 37)		
Gratuity	-	100.00
Compensated absences	547.75	545.66
Superannuation	84.46	73.31
	<b>632.21</b>	<b>718.97</b>
Other provisions		
Provision for warranties*	1,372.95	1,218.17
Provision for liquidated damages**	18.07	24.08
Provision for contingencies ***	1,286.94	1,275.06
	<b>2,677.96</b>	<b>2,517.31</b>
	<b>3,310.17</b>	<b>3,236.28</b>

#### Movement of Other Provisions

Particulars	Warranties*	Liquidated Damages**	Contingencies***
Balance as on 1 April 2023	996.14	5.19	32.62
Add: Accrued / (reversed) during the year [net] #	1,527.26	33.95	1,242.44
Less: Amount utilized during the year	729.79	15.06	-
Add: Unwinding of discount	5.26	-	-
<b>Balance as on 31 March 2024</b>	<b>1,798.87</b>	<b>24.08</b>	<b>1,275.06</b>
Add: Accrued / (reversed) during the year [net] #	1,086.73	3.32	11.88
Less: Amount utilized during the year	720.44	9.33	-
Add: Unwinding of discount	46.45	-	-
<b>Balance as on 31 March 2025</b>	<b>2,211.61</b>	<b>18.07</b>	<b>1,286.94</b>

# net of reversal of unutilised provisions during the year for warranty Rs. 6.50 lakhs (previous year Rs. 151 lakhs), liquidated damages Rs.6.77 lakhs (previous year Rs. 4.89 lakhs) and contingencies Nil (previous year Nil).

\* The Company is liable towards warranty claims made by end users of its products. The year-end provision is based on its estimate of past experience regarding failure trends of products and costs of repair or replacement. It is estimated that the provision would be fully utilised over the warranty period, which range from two to five years.

\*\* Represents provision for liquidated damages as per the contracts entered with the customers and expected to be utilised within one year from the reporting date.

\*\*\* Represents provision for contingencies pertaining to estimated outflow in respect of litigations and disputes. While the timing and amount of cash outflows is determinable only on occurrence of future uncertain events, the Company expects outflow within one year from the reporting date. It includes:

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

- (i) contingencies pertaining to arbitration award received by the company amounting to Rs. 1,152.44 lakhs. In September 2010, the Company had initiated arbitration proceedings against the Delhi Metro Railway Corporation (DMRC) seeking compensation for losses due to cancellation of a contract. The Company had won an arbitral award in August 2014 allowing claims of Rs. 1,152.44 lakhs which was challenged by DMRC before Hon'ble High Court of Delhi ('High Court'). During the year ended 31 March 2024, the Company had filed an Execution Petition before High Court for enforcement of Arbitration Award and High Court directed the release of the said amount to the Company, subject to satisfaction of the Registrar General on submission of security. The amount of Rs. 1,152.44 lakhs was released to the Company on 30 March 2024, upon furnishing bank guarantee. The management is expecting a favorable outcome based on the evaluation of the case. As the case filed by DMRC is presently sub-judice and bank guarantee had been furnished, the management recorded a provision for contingencies of Rs. 1,152.44 lakhs in the financial statements during the year ended 31 March 2024.
- (ii) contingencies pertaining to sales tax and consumer court case amounting to Rs. 134.50 lakhs (previous year Rs. 122.62 lakhs).

### Note 19

	As at 31 March 2025	As at 31 March 2024
<b>DEFERRED TAX ASSETS (NET) *</b>		
Deferred tax liabilities	3,332.44	3,464.20
Deferred tax assets	(1,550.06)	(5,372.42)
	<u>1,782.38</u>	<u>(1,908.22)</u>

\* Refer note 39 for details of deferred tax liabilities and assets

### Note 20

	As at 31 March 2025	As at 31 March 2024
<b>OTHER NON-CURRENT LIABILITIES</b>		
Revenue received in advance (refer note 17)	184.37	184.89
	<u>184.37</u>	<u>184.89</u>

### Note 21

	As at 31 March 2025	As at 31 March 2024
<b>TRADE PAYABLES *#</b>		
Total outstanding dues of micro enterprises and small enterprises	3,264.70	2,103.66
Total outstanding dues of creditors other than micro enterprises and small enterprises **	33,748.00	31,084.09
	<u>37,012.70</u>	<u>33,187.75</u>

\* The Company's exposure to liquidity and market risks related to financial liabilities are disclosed in note 38.

\*\* includes Rs. 9.70 lakhs (previous year Rs. 103.53 lakhs) payable to controlling enterprise (refer note 36)

# The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at the year end has been made in the financial statements based on information available with the Company as under :

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

Particulars	As at 31 March 2025	As at 31 March 2024
(a) The amounts remaining unpaid to micro enterprises and small enterprises as at the end of the year		
- Principal ^	3,338.93	2,129.01
- Interest	-	-
(b) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006	-	-
(c) The amounts of the payments made to micro enterprises and small enterprises beyond the appointed day during each accounting year	-	-
(d) The amount of interest due and payable for the period (where the principal has been paid but interest under the Micro Small and Medium Enterprises Development Act, 2006 not paid)	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(f) The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The total dues of Micro Enterprises and Small Enterprises which were outstanding for more than stipulated period are Nil (previous year Nil) as on balance sheet date.

^ includes Rs. 74.23 lakhs (previous year Rs. 25.35 lakhs) pertaining to capital creditors (refer note 16 B)

### Ageing of trade payables

Outstanding for following periods from due date of payment							
Particulars	Unbilled dues*	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025							
(i) MSME	17.89	3,246.81	-	-	-	-	3,264.70
(ii) Others	2,634.87	22,917.70	8,065.89	50.87	64.12	14.55	33,748.00
Total	2,652.76	26,164.51	8,065.89	50.87	64.12	14.55	37,012.70
As at 31 March 2024							
(i) MSME	15.10	2,088.56	-	-	-	-	2,103.66
(ii) Others	2,127.82	18,896.88	9,873.03	113.47	22.04	50.85	31,084.09
Total	2,142.92	20,985.44	9,873.03	113.47	22.04	50.85	33,187.75

\*includes dues recognised on account of provisions at the year end

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 22

	As at 31 March 2025	As at 31 March 2024
<b>CURRENT TAX LIABILITIES (NET)</b>		
Provision for income tax (net of advance tax)	230.14	14.53
	<u>230.14</u>	<u>14.53</u>

### Note 23

	Year ended 31 March 2025	Year ended 31 March 2024
<b>REVENUE FROM OPERATIONS *</b>		
Sale of products (Goods transferred at a point in time)		
Finished goods - vehicles	2,24,402.26	2,05,870.35
Traded goods - spare parts	13,467.34	12,097.10
	<u>2,37,869.60</u>	<u>2,17,967.45</u>
Other operating revenues ^		
Sale of scrap	914.86	947.36
Rendering of services	388.61	306.17
Export incentives	169.94	27.37
Royalty	483.97	305.30
Liabilities/provisions/allowances no longer required written back	72.30	39.73
	<u>2,029.68</u>	<u>1,625.93</u>
	<u>2,39,899.28</u>	<u>2,19,593.38</u>

\* For disaggregation of revenue, refer to note 34.

^ Other operating revenues have been recognised at a point in time for the year ended 31 March 2025 and 31 March 2024, excluding revenue from rendering of services Rs. 388.61 lakhs (previous year Rs. 306.17 lakhs) which is recognised over a period of time.

#### Reconciliation of revenue recognised with contract price:

Contracted Price	2,41,279.20	2,21,268.79
Less: Adjustment on account of incentives and discounts	3,409.60	3,301.34
Revenue from contract with customers	<u>2,37,869.60</u>	<u>2,17,967.45</u>

### Note 24

	Year ended 31 March 2025	Year ended 31 March 2024
<b>OTHER INCOME</b>		
Interest income on		
Bank deposits carried at amortised cost	136.88	33.79
Refund of Income Tax	18.48	24.46
Others	254.48	148.74
Net gain on sale of property, plant and equipment	16.19	107.72
Exchange gain on foreign exchange fluctuations (net)	93.83	14.73
Miscellaneous	85.48	211.10
	<u>605.34</u>	<u>540.54</u>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 25

	Year ended 31 March 2025	Year ended 31 March 2024
<b>COST OF MATERIALS CONSUMED</b>		
Inventory of materials at the beginning of the year	13,538.79	11,372.76
Add: Purchase of materials	1,73,264.02	1,77,646.51
	1,86,802.81	1,89,019.27
Inventory of materials at the end of the year	14,154.47	13,538.79
	1,72,648.34	1,75,480.48

### Note 26

	Year ended 31 March 2025	Year ended 31 March 2024
<b>CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE</b>		
Opening stock		
- Finished goods (Vehicles)	37,441.96	20,877.35
- Stock-in-trade (Spare parts)	881.57	937.27
- Work-in-progress	5,867.47	8,787.78
	44,191.00	30,602.40
Less : Closing stock		
- Finished goods (Vehicles)	34,306.11	37,441.96
- Stock-in-trade (Spare parts)	867.05	881.57
- Work-in-progress	8,239.08	5,867.47
	43,412.24	44,191.00
	778.76	(13,588.60)

### Note 27

	Year ended 31 March 2025	Year ended 31 March 2024
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, wages, bonus and compensated absences	17,271.76	16,414.31
Contributions to provident and other funds (refer note 37)	1,800.66	1,667.24
Staff welfare	1,553.62	1,487.56
	20,626.04	19,569.11

### Note 28

	Year ended 31 March 2025	Year ended 31 March 2024
<b>FINANCE COSTS</b>		
Interest expense on		
Financial liabilities measured at amortised cost	2,682.60	2,414.09
Others	89.53	349.34
Interest on defined benefit liability / asset (net)	60.24	80.68
Interest on lease liabilities	50.27	55.02
Unwinding of discount on warranty provisions	46.45	5.26
Other borrowing costs (refer note 36)	58.81	130.52
	2,987.90	3,034.91



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Note 29

	Year ended 31 March 2025	Year ended 31 March 2024
<b>DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of property, plant and equipment (refer note 3)	3,012.26	2,979.80
Depreciation of right of use assets (refer note 3)	205.82	191.95
Amortisation of intangible assets (refer note 3)	1,617.23	1,579.90
	<u>4,835.31</u>	<u>4,751.65</u>

### Note 30

	Year ended 31 March 2025	Year ended 31 March 2024
<b>OTHER EXPENSES</b>		
Consumption of stores and spares and loose tools	553.07	489.51
Repairs and maintenance:		
- Plant and Machinery	440.47	405.09
- Buildings	277.82	128.79
- Others	274.30	265.04
Power and fuel	874.27	1,026.06
Rent (refer note 32)	94.69	82.33
Rates and taxes	400.93	221.21
Legal and professional	200.84	184.92
Auditor's remuneration:		
Statutory audit	24.20	21.50
Tax audit	3.75	3.36
Limited review	36.00	32.26
Other services	1.50	1.50
Reimbursement of expenses	4.38	4.65
Insurance	234.81	194.09
Printing, stationery and other communication	130.26	97.67
Travelling and conveyance	887.33	721.39
Allowance for doubtful trade receivables / advances	32.02	6.68
Packing and freight outward	5,895.56	4,892.57
Warranty	1,086.73	1,527.26
Other selling and distribution expenses	969.99	915.73
Testing and homologation	462.96	473.09
Property, plant and equipment written off (net)	57.59	52.11
Bad debts / advances written off	15.64	34.50
Corporate social responsibility (refer note 46)	49.81	34.32
Miscellaneous	596.76	584.83
	<u>13,605.68</u>	<u>12,400.46</u>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### 31 Contingent liabilities and commitments

(to the extent not provided for)

#### Contingent liabilities

(a) Claims against the Company not acknowledged as debts:

	As at 31 March 2025	As at 31 March 2024
Income tax matters	1,721.11	2,123.80
Sales tax and Goods and service tax matters	306.04	613.78
Excise and service tax matters	19.18	28.93
Civil matters	559.40	420.17
	<b>2,605.73</b>	<b>3,186.68</b>

The above matters comprise of proceedings pending with various direct tax, indirect tax and other authorities.

(b) The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.

Future cash outflows in respect of the above are determinable only on receipt of judgement / decisions pending with various forums / authorities.

#### Capital commitments

	As at 31 March 2025	As at 31 March 2024
Capital Commitments (net of advances) not provided for	2,078.96	1,543.81

### 32 Leases

The Company (lessee) leases a number of buildings, plant and equipment used in its operations. Leases of buildings and plant and equipment generally have lease terms between 2 to 9 years. The Company assesses at lease commencement whether it is reasonably certain to exercise the extension or termination option as per respective lease agreements.

(a) Lease liabilities presented in the Balance sheet are as follows:

	As at 31 March 2025	As at 31 March 2024
Current	278.25	254.69
Non-Current	249.09	306.60
	<b>527.34</b>	<b>561.29</b>

The maturity analysis of undiscounted lease liabilities amounting to Rs. 635.19 lakhs (previous year Rs. 658.56 lakhs) has been disclosed in Note 38 (A) (III) Financial risk management - liquidity risk.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

The following is the movement in lease liabilities during the year:-

	Year ended 31 March 2025	Year ended 31 March 2024
Balance as at beginning of the year	561.29	640.29
Additions	162.65	99.55
Finance cost accrued during the year	50.27	55.02
Payment of lease liabilities	(245.40)	(233.57)
Lease modification	(1.47)	-
<b>Balance as at end of the year</b>	<b>527.34</b>	<b>561.29</b>

- (b) The detail of Right of use assets recognised during the year has been disclosed separately in note 3.  
(c) Rental expense recorded for short-term leases was Rs. 94.69 lakhs (Previous year Rs. 82.33 lakhs) for the year ended 31 March 2025

### 33 Earnings per share

	As at 31 March 2025	As at 31 March 2024
Basic earnings per share (Rs.)	84.08	74.54
Diluted earnings per share (Rs.)	84.08	74.54
Face value per share (Rs.)	10.00	10.00

**Note:**

Profit the year attributable to equity shareholders	12,167.44	10,787.80
Weighted average number of equity shares outstanding during the year [excluding 13,300 forfeited equity shares (previous year 13,300)] (in nos.)	1,44,71,646	1,44,71,646

### 34 Segment information

The Company is primarily engaged in the business of manufacturing of commercial vehicles and related components which constitutes a single business segment and accordingly, the disclosures of Ind AS 108, "Operating Segments" are not required to be given. As defined in Ind AS 108, the Chief Operating Decision Maker (CODM), i.e. the Board of directors, evaluates the performance of the Company and allocates resources based on the analysis of the various performance indicators of the Company as a single unit.

#### Geographical information

Particulars	Domestic	Overseas	Total
<b>Revenue from operations</b>			
2024-25	2,30,386.28	9,513.00	2,39,899.28
2023-24	2,16,815.02	2,778.36	2,19,593.38

**Notes:**

- a. Overseas segment includes sales and services rendered to customers located outside India.  
b. Domestic segment includes sales and services rendered to customers located in India.  
c. The Company has its business operations primarily in India. There are no non-current assets outside India.

#### Major customer

No customer individually accounted for more than 10% of the revenue of the Company for financial year 2024-25. However, during the financial year 2023-24, revenue from one of the customers, amounting to Rs. 26,310.85 lakhs, accounted for more than 10% of the Company's revenue.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

**35** The Company has established a comprehensive system for maintenance of information and documents as required by the transfer pricing regulation under sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required under law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of income tax expense and that of provision for taxation.

### **36 Related parties**

#### **A. Related party and nature of related party relationship where control exists:**

**Controlling Enterprise:** Sumitomo Corporation, Japan

#### **B. Other related parties with whom transaction have taken place during the year:**

##### **Key management personnel**

Mr. Junya Yamanishi - Managing Director & CEO (upto 16 April 2025)

Mr. Yasushi Nishikawa - Managing Director & CEO (w.e.f. 17 April 2025)

Mr. Rakesh Bhalla - Chief Financial Officer

Mr. Parvesh Madan - Company Secretary

Mr. S.K. Tuteja - Chairman, Non Executive and Independent Director (upto 21 September 2024)

Mr. Chandra Shekhar Verma - Chairman, Non Executive and Independent Director \*

Mr. Sudhir Nayar - Non Executive and Independent Director (upto 21 September 2024)

Mr. Sanjeev Mehan - Non Executive and Independent Director (w.e.f. 22 September 2024)

Mrs. Atima Khanna - Non Executive and Independent Director

\* appointed as Chairman of the Board of Directors w.e.f. 22 September 2024.

##### **Shareholders holding 10% or more share in the Company \***

- Isuzu Motors Limited, Japan

- Navodya Enterprises (Acquirer) along with Person Acting in Concert (PAC) - SPV Traders, Anandam Enterprises, Sapna Gupta and Sachin Bansal.

\* As per amended regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide notification dated 9 November 2021, applicable from 1 April 2023, related party includes any person or any entity, holding equity shares of ten per cent or more in the listed entity, either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time during the immediately preceding financial year.

#### **C. Transactions with related parties and outstanding balances as at year-end:**

##### **(i) Controlling Enterprise**

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Transactions</b>		
a) Purchase of components and spares	69.80	67.63
b) Dividend paid	1,017.97	-
c) Other borrowing costs (refer note 28) *	-	96.72

\* pertains to corporate guarantee charges towards security given by Controlling enterprise against working capital loan facilities sanctioned by MUFG Bank Ltd. Rs. 7,700 lakhs and Mizuho Bank Ltd. Rs. 20,000 lakhs to the Company and utilised during the year ended 31 March 2024.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

	As at 31 March 2025	As at 31 March 2024
<b>Outstanding balances</b>		
a) Advance for supply of goods	18.17	-
b) Trade payables	9.70	103.53

### (ii) Key management personnel

	Year ended 31 March 2025	Year ended 31 March 2024
<b>Managerial remuneration:</b>		
<b>(a) Short-term employee benefits</b>		
Mr. Junya Yamanishi	152.45	150.91
Mr. Rakesh Bhalla	85.51	73.12
Mr. Parvesh Madan	56.79	46.51

**(b)** Managerial remuneration does not include provision for gratuity and compensated absences determined on an actuarial basis, as these are determined for the Company as a whole.

### Sitting Fee and Commission - Independent Directors

	Year ended 31 March 2025	Year ended 31 March 2024
Mr. S.K. Tuteja		
- Sitting fee	3.10	7.20
- Commission *	12.50	18.00
Mr. Sudhir Nayar		
- Sitting fee	2.50	6.60
- Commission *	12.50	18.00
Mr. Chandra Shekhar Verma		
- Sitting fee	6.10	6.00
- Commission *	25.00	18.00
Mr. Sanjeev Mehan		
- Sitting fee	4.20	-
- Commission *	12.50	-
Mrs. Atima Khanna		
- Sitting fee	5.80	4.80
- Commission *	25.00	18.00

\* Note: Commission is payable to non executive and independent directors as at 31 March 2025 and 31 March 2024 as disclosed below.

	As at 31 March 2025	As at 31 March 2024
<b>Remuneration payable at the year-end to Directors</b>		
- Executive Director (Managing Director & CEO)	69.30	69.30
- Non-Executive Directors (refer note above)	87.50	72.00

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### (iii) Shareholders holding 10% or more share in the Company

	As at 31 March 2025	As at 31 March 2024
<b>Transactions</b>		
Dividend paid to Isuzu Motors Limited, Japan	347.32	-
Dividend paid to Navodya Enterprises (Acquirer) along with Person Acting in Concert (PAC)	456.50	-

#### Notes:

1. All related party transactions that were entered into during the financial year were at arm's length, in the ordinary course of business.
2. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash.

### 37 Employee benefits

#### (i) Net liabilities relating to employee benefits

	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Liability for gratuity	752.46	1,483.14
Liability for compensated absences	3,209.62	2,963.87
	3,962.08	4,447.01
<b>Current</b>		
Liability for gratuity	-	100.00
Liability for compensated absences	547.75	545.66
Liability for superannuation	84.46	73.31
	632.21	718.97
<b>Total</b>	<b>4,594.29</b>	<b>5,165.98</b>

For details about the related employee benefit expenses, refer to note 27.

#### (ii) Defined benefit plan - Gratuity

The Company operates a gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vest after five years of continuous service. Gratuity benefits valued are in accordance with the payment of Gratuity Act, 1972.

The above defined benefit plan exposes the Company to following risks:

##### Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

##### Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The funds are managed by specialised team of Life Insurance Corporation of India.

### a) Funding

This is a funded benefit plan for qualifying employees. The Company makes contributions to Life Insurance Corporation of India ("LIC of India"). The assets managed by the fund manager are highly liquid in nature and the Company does not expect any significant liquidity risks.

The Company expects to pay Nil (previous year Rs. 100 lakhs) in contribution to its defined benefit plans in 2025-26.

### b) Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	6,104.91	5,774.33
Benefits paid	(674.37)	(496.51)
Current service cost	415.86	374.75
Interest cost	417.01	406.72
Actuarial losses / (gains) recognised in other comprehensive income		
- changes in demographic / financial assumptions*	143.69	52.38
- experience adjustment	19.25	(6.76)
<b>Balance at the end of the year</b>	<b>6,426.35</b>	<b>6,104.91</b>

\* Segregation of financial and demographic assumptions is not available

### c) Reconciliation of the present value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	4,521.77	4,678.14
Contributions paid into the plan	1,500.00	-
Benefits paid	(674.37)	(496.51)
Expected return income on plan assets	356.77	326.04
Remeasurement (loss) / gain - return on plan assets recognised in other comprehensive income	(30.28)	14.10
<b>Balance at the end of the year</b>	<b>5,673.89</b>	<b>4,521.77</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### d) Expense recognised in profit or loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	415.86	374.75
Interest cost	60.24	80.68
	476.10	455.43

### e) Remeasurements recognised in other comprehensive income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial loss / (gain) on defined benefit obligation	162.94	45.62
Remeasurement loss / (gain) - return on plan assets	30.28	(14.10)
	193.22	31.52

### f) Plan assets

The plan assets are maintained with Life Insurance Corporation of India Gratuity Scheme. The details of investments maintained by Life Insurance Corporation of India and asset-liability matching strategies are not available with the Company and have not been disclosed.

### g) Actuarial assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (per annum)	6.90% p.a	7.23% p.a
Future salary growth rate (per annum)	9.00% p.a	9.00% p.a
Attrition rate	5.00% p.a	5.00% p.a
Future Mortality	IALM 2012-14 (Ultimate)	IALM 2012-14 (Ultimate)

### h) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would increase / (decrease) defined benefit obligation by the amounts shown below:-

	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(215.44)	229.46	(196.93)	209.59
Future salary growth rate (1.0% movement)	459.94	(413.96)	421.33	(379.63)
Attrition rate (0.5% movement)	(28.07)	29.86	(21.56)	22.97

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

The methods and assumptions used in preparing the sensitivity analysis did not change as compared to the previous year.

### **Maturity profile of defined benefit obligation:**

Expected cash flows (valued on undiscounted basis):

Particulars	As at 31 March 2025	As at 31 March 2024
Within 1 year	767.05	785.43
2-5 years	2,592.41	2,599.42
6-10 years	2,632.08	2,485.12
After 10 years	5,580.78	5,279.64

The weighted average duration of the defined benefit obligation of gratuity fund at 31 March 2025 is 14.77 years (previous year 14.19 years).

### **(iii) Defined contribution plans**

The Company makes contribution towards employees' provident fund, superannuation fund and employees' state insurance plan scheme. Under the schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of the scheme, to these defined contribution schemes. The Company has recognised expense towards contribution to these plans as detailed below:

Particulars*	Year ended 31 March 2025	Year ended 31 March 2024
Provident fund	1,050.24	1,006.33
Superannuation fund	330.15	282.73
Employees' state insurance scheme	4.41	3.42
	1,384.80	1,292.48

\* Included in contribution to provident and other funds in note 27

## **38 Financial Instruments - Risk Management and Fair Values**

### **(A) Financial risk management**

During the course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including foreign currency risk, interest rate risk), credit risk and liquidity risk.

The Board of Directors reviews and approves risk management framework and policies for managing these risks and has constituted Risk Management Committee to monitor mitigating actions taken by Management, minimize potential adverse effects and achieve greater predictability to earnings.

The Company uses derivative financial instruments to hedge risk exposures in accordance with the Company's policies as approved by the Board of Directors.

The Company has exposure to the following risk arising from financial instruments:

- Market risk (refer (I))
- Credit risk (refer (II)) and
- Liquidity risk (refer (III))

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### (I) Market risk

Market risk is the risk of any loss in future earnings, realisable fair values or future cash flows that may result from fluctuations in the pricing of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates as future market changes cannot be normally predicted with reasonable accuracy.

#### i. Foreign currency risk management:

The Company is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and functional currency of the Company, i.e. Indian Rupee (Rs.). The currencies in which these transactions are primarily denominated are US Dollar, Euro, Pound (GBP) and Japanese Yen (Yen). The Company uses currency swap contracts to hedge its currency risk as per the approved policy of the Company. The Company's policy is to ensure that its net exposure is kept to an acceptable level which will not have material effect on the profits of the Company if there is any fluctuation in the currency rates.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period, as reported to management, are as follows:

#### As on 31 March 2025:

Foreign Currency	Liabilities			Assets			Net overall exposure-net assets / (net liabilities) (in Rs. lakhs)
	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives i.e. Cross currency interest rate swaps (in Rs. lakhs)	Net liability exposure (in Rs. lakhs)	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives (in Rs. lakhs)	Net asset exposure (in Rs. lakhs)	
USD	-	-	-	816.01	-	816.01	816.01
EUR	48.18	-	48.18	-	-	-	(48.18)

#### As on 31 March 2024:

Foreign Currency	Liabilities			Assets			Net overall exposure-net assets / (net liabilities) (in Rs. lakhs)
	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives i.e. Cross currency interest rate swaps (in Rs. lakhs)	Net liability exposure (in Rs. lakhs)	Gross Exposure (in Rs. lakhs)	Exposure hedged using derivatives (in Rs. lakhs)	Net asset exposure (in Rs. lakhs)	
USD	98.64	-	98.64	82.04	-	82.04	(16.60)
YEN	8.83	-	8.83	-	-	-	(8.83)

#### - Sensitivity analysis:

A reasonably possible strengthening (weakening) of the Indian Rupee by 1% against below currencies at 31 March 2025 and 31 March 2024 would have impacted the exposure in relation to financial instruments denominated in foreign currency and increased / decreased profit before tax and equity by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

Particulars	31 March 2025		31 March 2024	
	Rs. strengthens by 1%	Rs. Weakens by 1%	Rs. strengthens by 1%	Rs. Weakens by 1%
Impact on profit before tax and equity for the year				
USD	(8.16)	8.16	0.17	(0.17)
EURO	0.48	(0.48)	-	-
YEN	-	-	0.09	(0.09)

### ii. Interest rate risk management :

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies.

As at year end, financial liabilities (borrowings) of Rs. 32,019.43 lakhs (previous year Rs. 41,370.08 lakhs) were subject to variable interest rates.

#### - Sensitivity analysis:

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

A reasonably possible change of 1 % in interest rates at the reporting date would have increased / decreased the profit before tax and equity by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	31 March 2025	31 March 2024
Impact on profit before tax and equity for the year	320.19	413.70

The Company's certain long term loans taken from bank carries variable rate of interest, hence, it is subject to interest rate risk since carrying amount or the future cash flows will fluctuate because of a change in market interest rates.

### (II) Credit risk :

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. None of the financial instruments of the Company result in material concentrations of credit risks.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as at 31 March 2025 and 31 March 2024.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

The Company primarily has exposure from following types of customers:

- Dealers
- Government institutions

To manage trade receivables, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts, aging of such receivables and the country in which customers operate.

The Company's exposure to credit risk for trade receivables by the type of customers is as follows:

	Carrying amount as at	
	31 March 2025	31 March 2024
Dealers	21,166.25	13,110.77
Government institutions	5,239.42	3,732.68
Others	119.64	53.78
	<b>26,525.31</b>	<b>16,897.23</b>

Age analysis of Trade receivables is as follows:

	As at 31 March 2025				As at 31 March 2024			
	Gross	Allowance	Net	Average expected credit loss rate %	Gross	Allowance	Net	Average expected credit loss rate %
Not due	20,518.48	-	20,518.48	-	13,146.32	-	13,146.32	-
Due less than 6 months	5,140.05	1.30	5,138.75	0.03%	3,657.90	1.00	3,656.90	0.03%
Due more than 6 months	1,099.71	231.63	868.08	21.06%	304.81	210.80	94.01	69.16%
	<b>26,758.24</b>	<b>232.93</b>	<b>26,525.31</b>	<b>0.87%</b>	<b>17,109.03</b>	<b>211.80</b>	<b>16,897.23</b>	<b>1.24%</b>

The Company makes an allowance for doubtful trade receivables using the simplified approach for expected credit loss and by continuously monitoring the recoverability of receivable balances.

### Movement in expected credit loss allowance

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	211.80	208.50
Add: Incremental expected credit allowance	32.02	6.68
Less: Bad debts written off	9.22	1.09
Less: Reversal of provisions	1.67	2.29
<b>Balance at the end of the year</b>	<b>232.93</b>	<b>211.80</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

*Other financial assets measured at amortised cost:* Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously and there were no indications that defaults in payment obligations would occur.

### (III) Liquidity risk :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained working capital borrowing limits of Rs. 80,783.56 lakhs from various banks to meet its liquidity needs, out of which Rs. 22,504.43 lakhs has been utilised as at 31 March 2025.

The table below summarises the maturity profile remaining contractual maturity period at the balance sheet date for its non derivative financial liabilities based on the undiscounted cash flows.

Particulars	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
<b>31 March 2025</b>				
Trade payables	37,012.70	-	-	37,012.70
Lease liabilities	313.55	280.42	41.22	635.19
Other financial liabilities	2,515.82	-	1,232.99	3,748.81
Borrowings	25,922.61	6,255.36	-	32,177.97
	<b>65,764.68</b>	<b>6,535.78</b>	<b>1,274.21</b>	<b>73,574.67</b>
<b>31 March 2024</b>				
Trade payables	33,187.75	-	-	33,187.75
Lease liabilities	305.48	345.79	7.29	658.56
Other financial liabilities	1,179.56	-	1,183.23	2,362.79
Borrowings	37,530.31	4,035.24	-	41,565.55
	<b>72,203.10</b>	<b>4,381.03</b>	<b>1,190.52</b>	<b>77,774.65</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### 38 Financial Instruments - Risk Management and Fair values

#### (B) Accounting classification and fair values

The following table shows the carrying amounts and fair value of financial assets and financial liabilities including their level in the fair value hierarchy:

	Level of hierarchy	As at 31 March 2025			As at 31 March 2024		
		FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>							
<b>Non-current</b>							
Loans		-	-	151.01	-	-	201.99
Other financial assets		-	-	287.72	-	-	294.33
<b>Current</b>							
Trade receivable		-	-	26,525.31	-	-	16,897.23
Cash and cash equivalents		-	-	310.10	-	-	3,482.01
Bank balances other than cash and cash equivalents above		-	-	1,673.48	-	-	1,387.14
Loans		-	-	89.51	-	-	66.83
Other financial assets		-	-	219.83	-	-	132.54
<b>Total financial assets</b>		-	-	29,256.96	-	-	22,462.07
<b>Financial liabilities</b>							
<b>Non-current</b>							
Borrowings		-	-	6,255.36	-	-	4,035.24
Lease liabilities		-	-	249.09	-	-	306.60
Other financial liabilities		-	-	1,232.99	-	-	1,183.23
<b>Current</b>							
Borrowings		-	-	25,922.61	-	-	37,530.31
Trade payables		-	-	37,012.70	-	-	33,187.75
Lease liabilities		-	-	278.25	-	-	254.69
Other financial liabilities		-	-	2,515.82	-	-	1,179.56
<b>Total financial liabilities</b>		-	-	73,466.82	-	-	77,677.38

#### Note:

- Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.
- Fair value of non-current financial assets has not been disclosed as there is no significant differences between carrying value and fair value.
- The fair value of borrowings is based upon a discounted cash flow analysis that used the aggregate cash flows from principal and finance costs over the life of the debt and current market interest rates.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:  
Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques based on observable market data.

Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

There are no transfers between Level 1, Level 2 and Level 3 during the year ended 31 March 2025 and 31 March 2024.

### 39 Income Tax

(a) Income tax recognised in profit or loss		Year ended 31 March 2025	Year ended 31 March 2024
<b>Current tax</b>			
In respect of current year		362.12	-
In respect of prior years		(31.11)	7.73
		331.01	7.73
<b>Deferred tax</b>			
In respect of current year		3,739.23	(434.58)
In respect of prior years		-	284.13
		3,739.23	(150.45)
<b>Total income tax expense recognised in profit or loss</b>		<b>4,070.24</b>	<b>(142.72)</b>
(b) Income tax expense for the year reconciled to the accounting profit:		Year ended 31 March 2025	Year ended 31 March 2024
Profit before tax		16,237.68	10,645.08
Income tax rate		25.168%	25.168%
Income tax expense		4,086.70	2,679.15
Deferred tax asset created on unused tax losses and unabsorbed depreciation pertaining to earlier years		-	(3,052.49)
Effect of non-deductible expenses / income		12.54	(32.01)
Current tax related to prior years		(31.11)	7.73
Differential tax rate on capital gain on sale of land		-	(4.07)
Deferred tax adjustment related to previous years		-	284.13
Others		2.11	(25.16)
<b>Income tax expense recognised in profit or loss</b>		<b>4,070.24</b>	<b>(142.72)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

(c)	Income tax recognized in other comprehensive income	Year ended 31 March 2025	Year ended 31 March 2024
	<b>Deferred tax</b>		
	Arising on income and expenses recognised in other comprehensive income:		
	Remeasurements of defined benefit obligations	<b>48.63</b>	7.93
	<b>Total income tax recognised in other comprehensive income</b>	<b>48.63</b>	7.93

### (d) Analysis of deferred tax assets / liabilities

	As at 1 April 2023	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2024
<b>Deferred tax (liabilities) / assets in relation to:</b>				
Property, plant and equipment and intangible assets (net)	(3,580.26)	132.44	-	(3,447.82)
Provisions- employee benefits	1,123.29	143.78	7.93	1,275.00
Allowance for expected credit loss and others	132.99	22.50	-	155.49
Unabsorbed Depreciation and carry forward losses	3,919.04	(118.38)	-	3,800.66
Lease liabilities	161.15	(19.88)	-	141.27
Other items	(6.37)	(10.01)	-	(16.38)
<b>Total</b>	<b>1,749.84</b>	<b>150.45</b>	<b>7.93</b>	<b>1,908.22</b>

	As at 1 April 2024	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2025
<b>Deferred tax (liabilities) / assets in relation to:</b>				
Property, plant and equipment and intangible assets (net)	(3,447.82)	141.34	-	(3,306.48)
Provisions- Employee benefits	1,275.00	(167.34)	48.63	1,156.29
Allowance for expected credit loss and others	155.49	105.56	-	261.05
Unabsorbed Depreciation and carry forward losses	3,800.66	(3,800.66)	-	-
Lease liabilities	141.27	(8.55)	-	132.72
Other items	(16.38)	(9.58)	-	(25.96)
<b>Total</b>	<b>1,908.22</b>	<b>(3,739.23)</b>	<b>48.63</b>	<b>(1,782.38)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

40. The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses certain accounting software for maintaining accounting records, employee reimbursement records and dealer expenses/ claims records which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

### 41 (a) Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern, while maximising the return to stakeholders through efficient allocation of capital towards expansion of business, optimisation of working capital requirements and deployment of surplus funds. The Company uses the operational cash flows and equity to meet its working capital requirements. The funding requirements are met through equity, internal accruals and a combination of both long-term and short-term borrowings. The Company is not subject to any externally imposed capital requirements.

Management of the Company reviews the capital structure of the Company on a regular basis and uses debt equity ratio to monitor the same. As part of this review, management of the Company considers risks associated with the movement in the working capital and capex needs.

The following table summarises the capital structure of the Company:

	As at 31 March 2025	As at 31 March 2024
Borrowings (current and non-current)*	32,177.97	41,565.55
Less: Cash and cash equivalents	310.10	3,482.01
Net debt (A)	31,867.87	38,083.54
Total Equity (B)	38,266.27	28,558.88
Net debt to equity ratio (A/B)	0.83	1.33

- \* The Company is required to comply with certain covenants under the agreement executed for some of its long term borrowings. During the financial year ended 31 March 2024, for borrowings aggregating to Rs. 594.06 lakhs, one of the financial covenants was not met by the Company and the lenders had the option to recall the said borrowings. The lender waived off the requirement of meeting the financial covenants for the year ended 31 March 2024 on borrowing amounting to Rs. 594.06 lakhs, hence, maturities of said loan due after 12 months of the reporting date had been classified as non-current liability as at 31 March 2024.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

### (b) Reconciliation of movements of liabilities to cash flows arising from financing activities :-

Particulars	Borrowings (Current and non-current)	Lease liabilities (Current and non-current)	Interest accrued	Total
<b>Balance as at 31 March 2023</b>	<b>25,811.02</b>	<b>640.29</b>	<b>65.95</b>	<b>26,517.26</b>
Interest accrued for the year	-	-	2,948.97	2,948.97
Net cash inflows / (outflows)	15,754.53	(178.55)	(2,895.17)	12,680.81
Lease liabilities-Additions during the year	-	99.55	-	99.55
<b>Balance as at 31 March 2024</b>	<b>41,565.55</b>	<b>561.29</b>	<b>119.75</b>	<b>42,246.59</b>
Interest accrued for the year	-	-	2,881.21	2,881.21
Net cash inflows / (outflows)	(9,387.58)	(195.13)	(2,927.75)	(12,510.46)
Lease liabilities - Additions during the year	-	162.65	-	162.65
Rent concession / Lease modification	-	(1.47)	-	(1.47)
<b>Balance as at 31 March 2025</b>	<b>32,177.97</b>	<b>527.34</b>	<b>73.21</b>	<b>32,778.52</b>

Note: Non-cash investing activity includes acquisition of Right of use assets (refer note 3).

### 42 Research and development costs are as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue expenditure recognised in statement of profit and loss under appropriate account heads	1,916.12	2,058.70
Capital expenditure	337.22	54.77

### 43 Final Dividend

The Board of Directors at their meeting held on 30 May 2025, has considered and recommended a final dividend of 180% (Rs. 18 per equity share of Rs. 10 each fully paid up) amounting to Rs. 2,604.90 lakhs for the year ended 31 March 2025, subject to approval by the shareholders at the ensuing Annual General Meeting, and it has not been recognised as liability in these financial statements.

During the year ended 31 March 2025, the Company has paid a final dividend of 160% (Rs. 16 per equity share of Rs. 10 each fully paid up) amounting to Rs. 2,315.46 lakhs in respect of previous year ended 31 March 2024, which was considered and recommended by the Board of Directors at their meeting held on 23 May 2024 and was subsequently approved by the shareholders at the Annual General Meeting, held on 20 September 2024.

### 44 Subsequent to the year ended 31 March 2025, Sumitomo Corporation, Japan (Promoter shareholder) and Isuzu Motors Limited, Japan (Public shareholder) have entered into Share Purchase Agreements with Mahindra & Mahindra Limited ("Acquirer") on 26 April 2025, whereby they have agreed to sell 63,62,306 equity shares (representing 43.96% of the equity share capital of the Company) and 21,70,747 equity shares (representing 15.00% of the equity share capital of the Company) respectively, of face value of Rs.10/- each, at a price of Rs. 650/- per share.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

Further, on 5 May 2025, the Acquirer has published a Detailed Public Statement to the public shareholders announcing the 'Open Offer' for acquisition of upto 37,62,628 fully paid equity shares of face value of Rs.10/- each, representing 26% of the equity share capital of the Company, at a price of Rs. 1,554.60/- per share.

The aforesaid acquisition and the 'Open Offer' are subject to satisfaction of customary conditions precedent including, but not limited to, receipt of approval from the Competition Commission of India ("CCI").

- 45** The Company has received anonymous complaint alleging that some employees may have financial dealings with specific dealers. To investigate the matter, the Company, on the directions of Audit Committee, has appointed an external expert who has submitted their report to the Audit Committee and the Audit Committee has appointed a sub-committee of two independent directors to look into all aspects and conclude the matter. Based on expert's findings, there is no evidence of financial impropriety or fraud against the Company. Management is confident that this matter is not expected to have any material impact on the accompanying financial statements and consequently, no adjustment is required to be made to the financial statements for the quarter and year ended 31 March 2025.

### 46 Details of corporate social responsibility expenditure

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(i) Amount required to be spent by the company during the year*	16.70	-
(ii) Amount of expenditure incurred		
(a) Construction/acquisition of any asset	-	-
(b) On purpose other than (a) above	49.81	34.32
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	-	-
(vi) Nature of CSR activities	Girls Education, Vocational Education, Medical Infrastructure	Girls Education, Vocational Education, Medical Infrastructure
(vii) details of related party transactions	-	-

\* During the year ended 31 March 2024, the Company had negative average net profit of the three immediately preceding financial years, therefore, there was no amount as per section 135 of the Act which was required to be spent on CSR activities in the financial year 2023-24.

### 47 Key Financial Ratios

Particulars	Numerator	Denominator	Year ended 31 March 2025	Year ended 31 March 2024	Change	Reason where change more than 25%
(i) Current Ratio	Current assets	Current liabilities	1.17	1.01	16%	Not applicable
(ii) Debt Equity Ratio	Total borrowings (current and non-current)	Total equity	0.84	1.46	- 42%	Due to increase in total equity

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

Particulars	Numerator	Denominator	Year ended 31 March 2025	Year ended 31 March 2024	Change	Reason where change more than 25%
(iii) Debt Service Coverage Ratio	Earning available for debt service *	Debt service **	3.60	4.02	- 10%	Not applicable
(iv) Return on Equity Ratio (%)	Profit after tax	Total equity	31.8%	37.8%	- 16%	Not applicable
(v) Inventory Turnover	Cost of goods sold	Average total inventory	3.15	3.39	- 7%	Not applicable
(vi) Debtors Turnover	Revenue from operations	Average trade receivables	11.05	17.95	- 38%	Due to increase in trade receivables as at year end
(vii) Trade payables turnover ratio	Purchase of materials & stock-in-trade	Average trade payables	5.19	5.95	- 13%	Not applicable
(viii) Net Capital turnover ratio	Revenue from operations	Total current assets - Total current liabilities	18.23	434.67	- 96%	Due to increase in net working capital
(ix) Net Profit/(loss) Margin (%)	Profit after tax	Revenue from operations	5.1%	4.9%	3%	Not applicable
(x) Return on capital employed (%)	Profit before interest and tax	Capital employed ***	30.5%	22.1%	38%	Due to increase in profit before interest and tax during the year
(xi) Return on investment (%)	-	-	N.A.	N.A.	-	Not applicable

\* Earnings available for debt service = profit after tax + depreciation + finance costs + property, plant and equipment written off (net) + gain/(loss) on sale of property, plant and equipment + bad debts/advances written off

\*\* Debt service = finance costs + principal repayments of long term borrowings + rent expense

\*\*\* Capital employed = total equity + total borrowings (current and non-current) - right of use assets - intangible assets - intangible assets under development

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

- 48 (a)** The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b)** The Company has not received any funds from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c)** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (d)** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (e)** The creditors covered by Micro, Small and Medium Enterprises Development Act, 2006 ("the MSMED Act, 2006") have been identified on the basis of information available with the Company.
- (f)** The Company has no such layers as prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. Hence, the said clause is not applicable to the Company.
- (g)** The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.
- (h)** The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year.
- (i)** No charges or satisfaction are yet to be registered with ROC beyond the statutory period.
- (j)** No proceeding have been initiated on or is pending against the Company for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

ICAI Firm registration number: 001076N/N500013

Sandeep Mehta

Partner

Membership Number: 099410

For and on behalf of the Board of Directors of SML Isuzu Limited

Rakesh Bhalla

Chief Financial Officer

FCMA: 09442

Parvesh Madan

Company Secretary

ACS: 31266

Chandra Shekhar Verma

Chairman

DIN: 00121756

Yasushi Nishikawa

Managing Director & CEO

DIN: 11027072

Place: Chandigarh

Date: 30 May 2025

Place: New Delhi

Date: 30 May 2025



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SML ISUZU LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

1. We have audited the accompanying financial statements of SML Isuzu Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income/ Loss), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income/ loss), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue from Contract with Customers:</b></p> <p>The Company generates revenue mainly from sale of commercial vehicles such as buses and trucks, and from sale of chassis and related spares, parts and accessories, to a wide range of customers through a network of dealers established within India and outside India. The Company also provides after-sales service to its customers.</p> <p>Refer note 2(i) to the accompanying financial statements for the accounting policies on revenue recognition and note 23 for the details of the revenue recognised during the current year.</p>	<p>Our audit procedures relating to revenue recognition included, but were not limited to, the following procedures:</p> <ul style="list-style-type: none"> <li>• Understood the process of revenue recognition and evaluated the appropriateness of the revenue recognition accounting policy, adopted by the management on revenue recognition in accordance with Ind AS 115.</li> <li>• Evaluated the design and tested the operating effectiveness of relevant key control around revenue recognition for a sample of transactions.</li> </ul>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs. Lakhs unless stated otherwise)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition for sale of products and services in accordance with the principles of Ind AS 115 'Revenue from contracts with customers' (Ind AS 115) involves certain key judgements such as identification of performance obligations, determination of transaction price of the identified performance obligations including variable consideration in the form of volume discounts, service level credits, performance bonuses, price concessions and incentives offered by the Company, assessment of satisfaction of the performance obligations using an appropriate basis to measure the transfer of control of the products sold and services rendered to the customers.</p> <p>Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to the customer, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax etc. Management judgement is involved to estimate the provision for warranty, service coupons and liquidated damages to be recorded with respect to sales made during the year. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.</p> <p>Revenue is also a key performance indicator of the Company and is identified as a significant audit risk in accordance with the standards on auditing primarily as there is a risk that revenue is recognised on sale of products or services before the control is transferred. Accordingly, occurrence of revenue is a key focus area.</p> <p>Considering the materiality of the amounts involved, significant estimates and judgements involved in revenue recognition, this matter has been identified as a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> <li>Selected a sample of continuing and new contracts and read the performance obligations in these contracts assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards.</li> <li>Performed substantive testing, on a sample basis, on revenue transactions recorded during the year and revenue transactions recorded during a specific period before and after year end based on average delivery period, by inspecting supporting documents such as invoices, customer contracts, purchase orders, sales order, proof of dispatch and delivery, etc. to ensure such transactions are recorded accurately by correct amount and in correct period</li> <li>Performed substantive analytical procedures such as variance analysis on revenue to identify any unusual trends or any unusual items.</li> <li>Performed a retrospective review of estimates involved in warranty provision measurement and ascertained that the carrying value is reflective of the expected future obligation basis consistent application of method of estimation basis past trends.</li> <li>Tested manual journal entries, if any, posted to revenue selected on a sample basis using risk based criteria in order to identify any unusual items.</li> <li>Evaluated appropriateness and adequacy of the disclosures made in the accompanying financial statements in respect of revenue recognition in accordance with requirements of applicable financial reporting framework.</li> </ul>

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**Information other than the Financial Statements and Auditor's Report thereon**

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

7. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income/ loss, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has been maintained on servers physically located in India, on a daily basis;

- c) The financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed unmodified opinion; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company, as detailed in note 31 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
- iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 48(a) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 48(b) to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 43 to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. As stated in Note 40 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

**For Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Sandeep Mehta**

Partner

Membership No.: 099410

UDIN: 25099410BMTCTXV6276

**Place:** Chandigarh

**Date:** 30 May 2025



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**Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of SML Isuzu Limited on the financial statements for the year ended 31 March 2025**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the financial statements, are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment including right-of-use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.
- (b) As disclosed in Note 15 to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 500 lakhs by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the quarter ended 30 June 2024, 30 September 2024 and 31 December 2024, which were not subject to audit and for the quarter ended 31 March 2025 which is subject to audit.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



**Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of SML Isuzu Limited on the financial statements for the year ended 31 March 2025**

- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the Statute	Nature of Dues	Gross Amount (Rs. in lakhs)	Amount Paid under protest (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	622.34	Nil	FY 2007-08	Punjab & Haryana High Court
Income-tax Act, 1961	Income Tax	157.84	Nil	FY 2014-15	Punjab & Haryana High Court
Income-tax Act, 1961	Income Tax	119.17	119.17	FY 2015-16	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	11.56	Nil	FY 2015-16	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	84.77	Nil	FY 2017-18	Assessing Officer
Income-tax Act, 1961	Income Tax	165.47	Nil	FY 2019-20	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	534.18	Nil	FY 2020-21	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	20.71	Nil	FY 2021-22	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income Tax	3.47	Nil	FY 2021-22	Dispute Resolution Panel
Income-tax Act, 1961	Income Tax	1.60	Nil	FY 2022-23	Commissioner of Income Tax (Appeals)
<b>Sub - Total (A)</b>		<b>1,721.11</b>	<b>119.17</b>		
Central Excise Act, 1944	Duty of Excise	5.70	Nil	FY 2005-06	Commissioner (Appeals)
Central Excise Act, 1944	Duty of Excise	13.42	1.34	October 2007 to June 2017	Customs Excise and Service Tax Appellate Tribunal (CESTAT)
The Customs Act, 1962	Custom Duty	0.06	Nil	December 2017 to October 2018	Deputy Commissioner of Customs Group - JNCH Maharashtra
<b>Sub - Total (B)</b>		<b>19.18</b>	<b>1.34</b>		

Name of the Statute	Nature of Dues	Gross Amount (Rs. in lakhs)	Amount Paid under Protest (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Punjab VAT Act, 2005	Value added tax	1.57	0.39	FY 2007-08	Deputy Excise and Taxation Commissioner cum Joint Director Enforcement, Patiala
The West Bengal Value Added Tax Rules, 2005	Entry tax	1.13	0.84	FY 2012-13	West Bengal Commercial Taxes Appellate and Revisional Board, Bench VI
A. P. VAT Act, 2005	Value added tax	3.55	0.89	FY 2016-17	Tribunal - Vishakhapatnam - Andhra Pradesh
CGST Act, 2017	Goods & Service Tax	115.23	10.47	July 2017 to May - 2020	Commissioner Appeals- Ludhiana, Punjab
CGST Act, 2017	Goods & Service Tax	175.08	17.50	July 2017 to December 2022	Additional Commissioner Appeals, Ludhiana
CGST / APSGST Act, 2017	Goods & Service Tax	0.30	0.02	July 2017 to March 2020	Commissioner Appeals - Guntur, Andhra Pradesh
CGST/W.B. GST Act, 2017	Goods & Service Tax	0.52	0.02	FY 2018-19	Commissioner Appeals - Kolkata, West Bengal
CGST/HGST Act, 2017	Goods and Service Tax	0.40	Nil	FY 2018-19	Commissioner Appeals, Faridabad, Haryana
CGST/HGST Act, 2017	Goods & Service Tax	0.93	Nil	FY 2019-20	Joint Excise & Taxation Commissioner- Appeals Faridabad - Haryana
CGST Act, 2017	Goods & Service Tax	6.95	0.65	July 2017 to July 22	Additional Commissioner Appeals, Ludhiana
Tamilnadu GST Act, 2017	Goods and Service Tax	0.38	Nil	FY 2020-21	Assistant Commissioner commercial Tax Saidapet South-II, Chennai Tamilnadu
<b>Sub-Total (C)</b>		<b>306.04</b>	<b>30.78</b>		
<b>Total (A+B+C)</b>		<b>2,046.33</b>	<b>151.29</b>		

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks, representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt Instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, the Company has received whistle blower complaints during the year, as explained in Note 45 of accompanying financial statements, which have been considered by us while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Sandeep Mehta**

Partner

Membership No.: 099410

UDIN: 25099410BMTCTXV6276

**Place:** Chandigarh

**Date:** 30 May 2025

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## Annexure II

### **Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the financial statements of SML Isuzu Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

#### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on internal financial controls with respect to financial statements criteria established by the company considering the essential components of internal financial controls stated in Guidance Note on Audit of internal Financial Controls over Financial Reporting ('The Guidance Note') issued by the institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit

preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on internal financial controls with respect to financial statements criteria established by the company considering the essential components of internal financial controls stated in Guidance Note on Audit of internal Financial Controls over Financial Reporting ('The Guidance Note') issued by ICAI.

**For Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Sandeep Mehta**

Partner

Membership No.: 099410

UDIN: 25099410BMTCTXV6276

**Place of Signature** : Chandigarh

**Report Date** : 30 May 2025

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of  
SML Isuzu Limited,  
CIN : L50101PB1983PLC005516,  
Village-Asron, District- Nawanshahr,  
Punjab - 144533

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SML Isuzu Limited having CIN: L50101PB1983PLC005516 and having registered office at Village Asron, District: Nawanshahr, Punjab (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the company
1.	Mr. Chandra Shekhar Verma	00121756	22/09/2019
2.	Ms. Atima Khanna	07145114	22/09/2022
3.	Mr. Sanjeev Mehan	00224016	22/09/2024
4.	Mr. Ryusuke Miyake	10569281	01/04/2024
5.	Mr. Takahiro Jitosho	10551351	01/04/2024
6.	Mr. Takashi Sakuma	09113520	04/11/2023
7.	Mr. Tomoyuki Yamaguchi	10733078	09/08/2024
8.	Mr. Junya Yamanishi	09174162	20/05/2021*

*\*Mr. Junya Yamanishi ceased to be the Managing Director of the Company w.e.f. 16.04.2025 (end of business hours).*

*Mr. Yasushi Nishikawa (DIN: 11027072) appointed as Managing Director of the company w.e.f. 17.04.2025.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 23.06.2025  
Place : Chandigarh  
UDIN : F002191G000647286

**Ajay K. Arora**  
(Proprietor)  
FCS No. 2191  
C P No. 993

Peer Review Cert No. 2120/2022



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## **CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) UNDER REGULATION 17 (8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We confirm, that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the Year ended 31st March, 2025 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee :
- i. Significant changes, if any, in internal control over financial reporting during the year;
  - ii. Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

**Yasushi Nishikawa**  
Managing Director & CEO  
Place: Chandigarh, India

**Rakesh Bhalla**  
Chief Financial Officer  
Place: Chandigarh, India

**Date :** 27.05.2025

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## **DECLARATION BY THE MANAGING DIRECTOR & CEO UNDER REGULATION 26 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

I, Yasushi Nishikawa, Managing Director & CEO of SML Isuzu Limited hereby confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with Company's Code of Conduct for the Financial Year ended on 31st March, 2025 in accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Yasushi Nishikawa**  
Managing Director & CEO  
**Place:** Chandigarh, India

**Date :** 24.04.2025

## CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members of  
SML Isuzu Limited  
CIN: L50101PB1983PLC005516**

We have examined the compliance of the conditions of Corporate Governance by **SML Isuzu Limited** ("the Company") for the Financial Year ended 31<sup>st</sup> March, 2025, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For A. Arora & Co.  
Company Secretaries  
AJAY K. ARORA  
(Proprietor)**

Date : 07.07.2025  
Place : Chandigarh  
UDIN : F002191G000724517

FCS No. 2191  
C P No.: 993  
Peer review Cert No. 2120/2022

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting (AGM) of SML Isuzu Limited (the Company) will be held on **26th September, 2025 (Friday) at 4:00 PM (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business. The venue for the meeting shall be deemed to be the Registered Office of the Company situated at Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144533.

### ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon.**
2. **To declare Final Dividend of Rs.18/- per equity share of the face value of Rs. 10/- each, for the Financial Year ended 31st March, 2025.**
3. **To appoint M/s B S R & Co. LLP (ICAI Firm Registration No. 101248W/W100022) as Statutory Auditors of the Company and to fix their remuneration**

*To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W100022) be and are hereby appointed as the Statutory Auditors of the Company to hold office for five (5) consecutive years from the conclusion of 41st Annual General Meeting (AGM) until the conclusion of the 46th AGM to be held in the year 2030, at such remuneration plus applicable taxes and out of pocket expenses subject to actuals, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of the Company (including any Committee thereof), be and is hereby authorised, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements, without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution."

### SPECIAL BUSINESS

4. **To appoint M/s B S R & Co. LLP (ICAI Firm Registration No. 101248W/W100022) as Statutory Auditors of the Company from 2nd August, 2025 till the conclusion of 41st AGM of the Company against the casual vacancy**

*To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W100022), be and are hereby appointed as the Statutory Auditors of the Company to hold office w.e.f. 2nd August, 2025 till the conclusion of the 41st Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiok & Co LLP,

Chartered Accountants (Firm Registration No.: 001076N/N500013), at such remuneration plus applicable taxes and out of pocket expenses subject to actuals, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of the Company (including any Committee thereof), be and is hereby authorised, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

**5. To appoint M/s A. Arora & Co., a proprietorship Company Secretary firm (FCS No. 2191, C P No. 993) as Secretarial Auditors of the Company and to fix their remuneration**

*To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. A. Arora & Co., a proprietorship Company Secretaries firm (FCS No. 2191, C P No. 993), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out of pocket expenses subject to actuals, as may be determined by the Board on the recommendation of Audit Committee.

**RESOLVED FURTHER THAT** the Board of the Company (including any Committee thereof), be and is hereby authorised, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

**6. Appointment of Mr. Vinod Kumar Sahay as a Director of the Company**

*To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re enactment(s) thereof for the time being in force, Mr. Vinod Kumar Sahay (DIN: 07884268), who was appointed by the Board of Directors as an Additional Director of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

**7. Appointment of Mr. Vinod Kumar Sahay as Whole-time Director of the Company designated as "Executive Director" and re-designated as "Executive Chairman"**

*To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Mr. Vinod Kumar Sahay (DIN: 07884268) as Whole-time Director of the Company for a period of three (3) years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive), designated as Executive Director w.e.f. 1st August, 2025 and re-designated as Executive Chairman w.e.f. 3rd August, 2025, not liable to retire by rotation, at a consolidated base remuneration of Rs. 1.20 crores per annum.

**RESOLVED FURTHER THAT** the approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to revise the aforesaid consolidated remuneration payable to Mr. Vinod Kumar Sahay within the overall limit of Rs. 1.20 crores (minimum) to Rs. 2.00 crores (maximum) per annum.

Provided that the remuneration payable to him does not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Vinod Kumar Sahay, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vinod Kumar Sahay, the above remuneration as the minimum remuneration subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the Board of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**8. Appointment of Dr. Venkataraman Srinivas as a Director of the Company**

*To consider, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re enactment(s) thereof for the time being in force, Dr. Venkataraman Srinivas (DIN: 11163042), who was appointed by the Board of Directors as an Additional Director of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



**9. Appointment of Dr. Venkataraman Srinivas as Whole-time Director of the Company designated as "Executive Director and Chief Executive Officer"**

*To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Dr. Venkataraman Srinivas (DIN: 11163042) as the Whole-time Director of the Company designated as "Executive Director and Chief Executive Officer" of the Company commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive), liable to retire by rotation, at a consolidated base remuneration of Rs. 1.40 crores per annum.

**RESOLVED FURTHER THAT** the approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to revise the aforesaid consolidated remuneration payable to Dr. Venkataraman Srinivas as "Executive Director and Chief Executive Officer" within the overall limit of Rs. 1.40 crores (minimum) to Rs. 1.80 crores (maximum) per annum.

Provided that the remuneration payable to him does not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, including any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Dr. Venkataraman Srinivas, the Company has no profits or its profits are inadequate, the Company may pay to Dr. Venkataraman Srinivas, the above remuneration as the minimum remuneration subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the Board of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**10. Appointment of Ms. Mahima Chugh as Non-Executive Non-Independent Director of the Company**

*To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re enactment(s) thereof for the time being in force, Ms. Mahima Chugh (DIN: 07448152), who was appointed by the Board of Directors as an Additional Director (Non Executive Non-Independent) of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company w.e.f. 1st August, 2025, liable to retire by rotation."

**11. Appointment of Mr. Ravi Venkatraman as an Independent Director**

*To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors)

Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Ravi Venkatraman (DIN: 00307328), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive)."

**12. Appointment of Mr. Arun Kumar Malhotra as an Independent Director**

*To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Arun Kumar Malhotra (DIN: 00132951), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive)."

**13. Appointment of Ms. Smita Mankad as an Independent Director**

*To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Ms. Smita Mankad (DIN: 02009838), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, w.e.f. 1st August, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive)."

**14. To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company**

*To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of



Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and subject to the approval of Central Government (power delegated to Registrar of Companies ("ROC")) and other regulatory authorities, as may be applicable, approval of the Company be and is hereby accorded to change the name of the Company from "SML Isuzu Limited" to "SML Mahindra Limited".

**RESOLVED FURTHER THAT** the existing Name Clause of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

The name of the Company is "SML Mahindra Limited"

**RESOLVED FURTHER THAT** in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by deleting the existing name of the Company wherever appearing and substituting it with the new name "SML Mahindra Limited"

**RESOLVED FURTHER THAT** the name "SML Isuzu Limited" wherever appearing in any of the documents/records of the Company be and is hereby substituted by the new name "SML Mahindra Limited" in accordance with the provisions of applicable laws.

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit".

## NOTES

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto. The Board of the Company, at its meeting held on 19th August, 2025, has considered and approved that the special businesses under Item Nos. 4 to 14 being unavoidable, to be transacted at the 41st Annual General Meeting (AGM) of the Company.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 09/2023 dated 25th September, 2023 09/2024 dated 19th September, 2024 read with applicable SEBI Circulars permitted the companies for holding the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 41st AGM of the Company is being held through VC / OAVM on **26th September, 2025 at 4:00 PM**.

The deemed venue for the AGM will be the Registered Office of the Company, i.e. Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab 144533. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 15.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members are entitled to appoint authorized representatives to attend the meeting through VC / OAVM and participate and cast their votes through e-voting.

4. Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available on first come first served basis.
5. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA / SEBI Circulars, the Annual Report for Financial Year 2024-25 and Notice of 41st Annual General Meeting, are being sent ONLY through e-mail to the Members whose e-mail address is registered with the Company or the Depository Participant(s).

The Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2025 together with Report of Directors and Auditors' Report are available on the website of the Company [www.smlisuzu.com](http://www.smlisuzu.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on the website of National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In accordance with the MCA Circulars, the Company has issued a public notice on 23rd August, 2025 in Financial Express, The Indian Express and Ajit informing the Members to register their e-mail address for this Annual General Meeting.

Members desirous of obtaining the physical copy of the Notice of AGM and Annual Report 2025, may send their request at [investors@smlisuzu.com](mailto:investors@smlisuzu.com).

7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, read with the Rules made thereunder, are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination already given is to be submitted in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website - [www.smlisuzu.com](http://www.smlisuzu.com) in the Investors Section for download.
8. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s MCS Share Transfer Agent Limited having their office at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, ECS mandate, nominations, power of attorney, bank account details, etc., to their Depository Participant(s) in case the shares are held by them in electronic form and to Company's RTA - M/S MCS Share Transfer Agent Limited having their office at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020 in case the shares are held in physical form.
10. Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by SEBI, it shall be mandatory for the holders of physical securities to furnish PAN, contact details (Postal address with PIN and Mobile number), Bank A/c details and specimen signature for their corresponding folio numbers. Members of such folios where in any one of the above mentioned document/details are not updated shall be eligible:
  - a. To lodge grievance or avail any service request from the RTA ONLY after furnishing PAN and KYC details.
  - b. For any payment including dividend, interest or redemption payment in respect of such folios ONLY through electronic mode with effect from 1st April, 2024.

Members are requested to register/update the details in prescribed Form ISR-1 and other relevant forms, duly filled along with self-attested supporting documents and other relevant forms, with M/s. MCS Share Transfer Agent Limited ('MCS'), Registrar and Share Transfer Agent of the Company at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). Members may download the prescribed forms from the Company's website at [www.smlisuzu.com](http://www.smlisuzu.com).

11. The Dividend, if approved at the AGM, will be paid in accordance with the following terms and conditions:
  - a. The Board of the Company, at its meeting held on 30th May, 2025, has approved and recommended the payment of Final Dividend of Rs. 18/- (Rupees Eighteen only) per equity share of the face value of

Rs. 10 (Rupees Ten) each for the financial year ended 31st March, 2025, subject to the approval of shareholders at the AGM.

- b. The Dividend, subject to the approval of the Members, will be paid on or after 26th September, 2025 to those Members whose names appear on the Register of Members **as on the Record Date i.e. 9th July, 2025.**
- c. Members holding shares in physical/demat mode are hereby informed that the Bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of dividend.
- d. Members holding shares in physical/demat mode are required to submit their Bank account details, if not already registered, as mandated by the SEBI.
- e. In case the Company's Banker is unable to process the Final Dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the shareholder may write to the Company with KYC details and a cancelled copy of cheque for allowing the Company to transfer the amount to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
- f. As per the Income Tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to the requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- g. Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending the required documents at [investors@smlisuzu.com](mailto:investors@smlisuzu.com) by **Wednesday, 10th September, 2025** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

For details, please visit the website of the Company at the link:

[https://smlisuzu.net/SMLI/FILES/annual\\_return\\_reports/TDSdividend.pdf](https://smlisuzu.net/SMLI/FILES/annual_return_reports/TDSdividend.pdf)

## 12. Transfer of unpaid dividend and shares to Investor Education and Protection Fund (IEPF).

- a. The Company has transferred unclaimed dividends for and up to the financial year ended 31st March, 2017 to the Investor Education and Protection Fund (IEPF). Further, amount of Unclaimed Dividend for FY 2017-18 is due for deposit to the IEPF on 13th September, 2025. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as on 31st March, 2025 on the website of the Company ([www.smlisuzu.com](http://www.smlisuzu.com)).

Due dates for transfer of dividend 2018-2019 and onwards-

Financial Year ended	Date of declaration of dividend	Due for transfer to IEPF
2018-19	30-09-2019	04-11-2026
2023-24	20-09-2024	26-10-2031
The Company has not declared any dividend for FY 2019-20 to FY 2022-23		





- b. Pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been claimed by the shareholder for a period of seven (7) consecutive years or more, shall be transferred to Investor Education and Protection Fund (IEPF). Upon transfer of such shares, all corporate benefits accruing on such shares shall also be credited to the IEPF and the Voting Rights on such shares shall remain frozen till the rightful owner claims the shares.
- c. The Company, after giving required Notice(s), has transferred all shares in respect of which Dividend for FY 2016-17 has remained unclaimed/unpaid for seven (7) consecutive years or more, to the IEPF Authority. Details of shares transferred to IEPF are available on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com) and on the website of the IEPF [www.iepf.gov.in](http://www.iepf.gov.in).  
However, Members can claim unpaid dividend as well as shares from IEPF Authority by making an application in Form IEPF-5 online on [www.iepf.gov.in](http://www.iepf.gov.in) and sending the physical copy of the same duly signed (as per registered specimen signature) along with requisite documents, enumerated in the said Form IEPF-5, to the Company or to M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company for verification of claim.
13. SEBI vide its notification dated 8th June, 2018 and 30th November, 2018, has prescribed that **w.e.f. 1st April, 2019, the securities of listed companies can be transferred only in dematerialized form**. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests, issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
14. Members are requested to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
15. **Voting through electronic means (Remote e-voting):**  
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote by electronic means (remote e-voting) in respect of the resolutions contained in the Notice. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. The facility of casting votes by a Member using remote e-voting / e-voting during AGM will be provided by NSDL.  
**"Remote e-voting"** means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.  
**The "cut-off" date for determining the eligibility for voting either through remote e-voting or e-voting at AGM is fixed as 19th September, 2025. The remote e-voting period will commence on Monday, 22nd September, 2025 (9:00 AM) and end on Thursday, 25th September, 2025 (5:00 PM). During the period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 19th September, 2025, may cast their vote electronically.**  
**How do I vote electronically using NSDL e-Voting system?**  
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

## STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL Ideas facility</b>, please visit the e-Services website of <b>NSDL</b> . Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “<b>Access to e-voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. <b>If the user is not registered for IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online forIDeAS</b>” Portal or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp2">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp2</a> Upon successful registration, please follow steps given in point 1 above.</li> <li>3. Visit the <b>e-Voting website of NSDL</b>. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>4. <b>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</b></li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>



Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> OR click on New System Myeasi at <a href="https://web.cdslindia.com/myeasitoken/Home/Login">www.cdslindia.comhttps://web.cdslindia.com/myeasitoken/Home/Login</a></li> <li>After successful login of Easi/Easiest the user will also be able to see the E-Voting Menu. The Menu will have link of <b>e-Voting service provider</b> i.e. <b>NSDL</b>. Click on <b>NSDL</b> to cast your vote</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided link for <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>After login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote.</li> </ol>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911

**B) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

- Visit the e- Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** & Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

6. **Password details for shareholders other than Individual shareholders are given below:**
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**
  - a. Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.



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## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" (**E-Voting Event Number – 135711**) of SML Isuzu Limited. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join general Meeting".
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

### General Guidelines for shareholders

- I. (i) Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e-voting. The Resolution/ Authority Letter shall be sent to the Scrutinizer by e-mail to [kanwalcs@gmail.com](mailto:kanwalcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). They can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.  
(ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries / grievances relating to e-voting to:
  - a. Name and Designation: Ms. Pallavi Mhatre, Senior Manager
  - b. Address: T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051
  - c. Email Id : [pallavid@nsdl.com](mailto:pallavid@nsdl.com)
  - d. Phone Number(s) : 022-2499 4545, 022-4886 7000
- III. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in the notice:**
  1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@smlisuzu.com](mailto:investors@smlisuzu.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@smlisuzu.com](mailto:investors@smlisuzu.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- IV. The remote e-voting period will commence at **9:00 AM (IST) on Monday, 22nd September, 2025 and end at 5:00 PM (IST) on Thursday, 25th September, 2025**. During the period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date, the 19th September, 2025**, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date, 19th September, 2025**.
- VI. A person who is not a Member as on the cut-off date should treat the Notice for information purposes only.
- VII. Any person, who acquires shares of the Company and become Member of the Company after the Company sends the Notice by e-mail and holds shares as on the **cut-off date i.e 19th September, 2025**, may obtain the Login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or RTA at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or to the Company at [investors@smlisuzu.com](mailto:investors@smlisuzu.com).

If the shareholder is already registered with NSDL for e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.
- VIII. Mr. Kanwaljit Singh Thanewal, a practicing Company Secretary (Membership No. F-5901, CP No. 5870) and failing him Mr. Ajay K Arora (Practicing Company Secretary, Membership No. FCS 2191) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and e voting at the Annual General Meeting in a fair and transparent manner.
- IX. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting at AGM and make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.
- X. The voting results shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website [www.smlisuzu.com](http://www.smlisuzu.com) and on the website of NSDL.
- XI. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 26th September, 2025 subject to receipt of the requisite number of votes in favor of the resolutions.

#### **Instructions for Members for e-voting on the day of AGM**

- I. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- II. Only those Members, who will present at the 41st AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- IV. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of AGM shall be the same person mentioned for remote e-voting.

**Instructions for Members for attending AGM through VC / OAVM**

- I. Members will be provided with a facility to attend AGM through VC / OAVM through NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same well before time by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, member can also use the OTP based login for logging into the e-voting system of NSDL.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- IV. Please note that Members connecting from mobile devices or tablets or through laptops etc. via mobile hotspot, may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- V. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary ([investors@smlisuzu.com](mailto:investors@smlisuzu.com)) by **22nd September, 2025 (Monday)**.
- VI. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id Folio No., PAN, mobile number at [investors@smlisuzu.com](mailto:investors@smlisuzu.com) **between 20th September, 2025 to 22nd September, 2025**. The Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- VII. The Company reserves the right to restrict the number of speakers depending on the availability of time of AGM.
16. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment, is annexed as **Annexure A**.
17. All documents referred to in the accompanying Notice can be obtained for inspection by writing to the Company at its e-mail id [investors@smlisuzu.com](mailto:investors@smlisuzu.com) till the date of AGM.
18. During the 41st AGM, Members may access the scanned copy of the Register of Directors & Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are interested, upon Log-in to NSDL e-voting system at [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
19. Since the meeting will be held through VC / OAVM Facility, the route map is not annexed with the Notice.

**Regd. Office & Works:**

Village Asron,  
Distt. Shahid Bhagat Singh Nagar  
(Nawanshahr), Punjab-144 533  
Email: [investors@smlisuzu.com](mailto:investors@smlisuzu.com)  
CIN : L50101PB1983PLC005516  
Website : [www.smlisuzu.com](http://www.smlisuzu.com)  
**Contact:** (91)-1881-270260/270155  
**Fax:** (91)-1881-270223  
**Dated:** 19th August, 2025

By Order of the Board  
for SML ISUZU LIMITED

(PARVESH MADAN)  
Company Secretary  
ACS-31266  
[pmadan@smlisuzu.com](mailto:pmadan@smlisuzu.com)  
Contact: 0172-4155901

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 3 and 4**

M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) (hereinafter WCC) were appointed by the Members of the Company for a term of five (5) consecutive years at 36th Annual General Meeting (AGM), held on 24th August 2020, to hold office from the conclusion of 36th AGM till the conclusion of the 41st AGM.

Members may be aware that on 1st August 2025, Mahindra & Mahindra Limited (M&M) has completed the acquisition of (a) 63,62,306 equity shares constituting 43.96% of the equity share capital of the Company from Sumitomo Corporation and (b) 21,70,747 equity shares constituting 15.00% of the equity share capital of the Company from Isuzu Motors collectively aggregating to 85,33,053 equity shares constituting 58.96% of the existing share capital of the Company. Accordingly, M&M has acquired control of the Company and became 'Promoter' of the Company w.e.f. 1st August, 2025.

On 1st August, 2025, the Company received resignation from WCC, wherein they communicated that, consequent to the change in control from the erstwhile promoter Sumitomo Corporation to M&M, they found themselves in a position of conflict of interest with respect to the Company and, accordingly, resigning as Statutory Auditors of the Company with immediate effect. This resulted in a casual vacancy in the office of Statutory Auditors under Section 139 of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on 2nd August, 2025, appointed M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022) (hereinafter B S R) as Statutory Auditors of the Company to hold office w.e.f. 2nd August, 2025 until the conclusion of 41st AGM of the Company to fill the casual vacancy arising from resignation of WCC.

Further, the Board, subject to the approval of the Members of the Company, recommended the appointment of B S R as Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of 41st AGM until the conclusion of the 46th AGM of the Company.

Pursuant to Regulation 36 of Listing Regulations, the following details are being provided for the information of the Members:

**Brief Profile:** M/s. B S R & Co. LLP, Chartered Accountants was constituted on 27th March, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. M/s. B S R & Co. LLP (hereinafter B S R) on 14th October, 2013 thereby having a new firm registration no. 101248W/W100022.

B S R is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R has its head office in Mumbai and has 14 other branches in India. B S R has over 4000 staff and 140 Partners.

B S R audits various companies listed on stock exchanges in India including companies in the manufacturing sector.

**Eligibility :** The Company has received a letter from B S R confirming their eligibility, and consent to act as Statutory Auditors of the Company with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

**Proposed Audit Fee:** Rs. 56.0 lacs per annum for FY 2025-26 besides applicable taxes, out of pocket expenses subject to actuals for the Statutory Audit and Limited Reviews. For the remaining period of the tenure, it is proposed to authorize the Board of Directors to fix and pay the audit fee and other charges.

**Terms of Appointment:**

- a) Casual vacancy- w.e.f. 2nd August, 2025 until conclusion of 41st AGM of the Company.
- b) Appointment for five (5) consecutive years - from conclusion of 41st AGM of the Company until conclusion of 46th AGM of the Company.

**In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable.

**Basis of recommendation:** The recommendation is based on various parameters like fulfilment of eligibility criteria, audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc.

Accordingly, the Board, on the recommendation of its Audit Committee, recommends the Ordinary Resolutions set out at Item No. 3 & 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 5**

As per Section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake Secretarial Audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

As per Listing Regulations, amended w.e.f. 13th December 2024, every listed entity shall, on recommendation of the Board of Directors, appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting.

Basis the recommendation of the Audit Committee, the Board at its Meeting held on 30th May, 2025, approved the appointment of M/s A. Arora & Co., a proprietorship Company Secretaries (CS) firm (FCS No. 2191, C P No. 993), as Secretarial Auditors of the Company to hold the office for a term of five (5) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Pursuant to Regulation 36 of Listing Regulations, the following details are being provided for the information of the Members:

**Brief Profile:** M/s A. Arora & Co. is a peer reviewed proprietorship CS firm registered with the Institute of Company Secretaries of India (ICSI) for over three decades. Mr. Ajay Arora has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Due Diligence and Capital Market Transactions, serving as consultants and auditors to a wide range of companies including listed, unlisted public and private companies and several government companies / corporations for several years.

M/s A. Arora & Co.'s key offerings, apart from Secretarial Audit functions, include setting up companies, approvals from Government departments including approvals from the Registrar of Companies, Regional Director-Ministry of Corporate Affairs, Reserve Bank of India (RBI), etc.

**Eligibility:** The proprietorship CS firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and Circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company.

**Proposed Audit Fee:** Rs. 1.35 lacs per annum for FY 2025-26 besides applicable taxes and out of pocket expenses subject to actuals for the Secretarial Audit. The remuneration proposed to be paid for the rest of the tenure will be determined by the Board on the recommendation of the Audit Committee and in consultation with the Secretarial Auditor.

The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.



**Term of Appointment:** To be appointed for a term of five (5) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30.

**In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable.

**Basis of Recommendation:** The recommendation is based on various parameters like fulfilment of eligibility criteria, capability, knowledge, audit expertise, industry experience, audit methodology, etc.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No: 6 to 13**

Members may be aware that Sumitomo Corporation, Japan (Promoter shareholder) ("**Sumitomo**") and Isuzu Motors Limited, Japan (Public shareholder) ("**Isuzu**"), have entered into the following Share Purchase Agreements including amendment thereof (SPAs) on 26th April, 2025 and 29th July, 2025, for transferring their respective shareholding in the Company to Mahindra and Mahindra Limited ("**M&M**"):

- (a) *the SPA among Sumitomo, M&M and the Company for transfer of 63,62,306 equity shares representing 43.96% of the share capital of the Company; and*
- (b) *the SPA among Isuzu, M&M and the Company for transfer of 21,70,747 equity shares representing 15% of the share capital of the Company.*

Pursuant to the execution of the aforesaid SPAs, the shareholdings of Sumitomo and Isuzu, representing 58.96% of paid-up equity capital of the Company, were transferred in favour of M&M on 1st August, 2025.

As per the terms of SPAs, representative Directors of Sumitomo and Isuzu have resigned w.e.f. 1st August, 2025. Further, Ms. Atima Khanna and Mr. Sanjeev Mehan, Independent Directors of the Company, also tendered their resignations consequent to the change in the management control.

Accordingly, the Board of the Company has been reconstituted w.e.f. 1st August, 2025, with the appointment of three (3) Independent Directors, two (2) Whole-time Directors and one (1) Non-Executive Non-Independent Director, details of which are covered at Item No. 6 to 13.

#### **Appointment of Mr. Vinod Kumar Sahay (Item No. 6 & 7)**

The Board of the Company, at its meeting held on 1st August, 2025, based on the recommendation of its Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has approved the appointment of Mr. Vinod Kumar Sahay (DIN: 07884268) as Additional Director and also as Whole-time Director of the Company for a period of three (3) years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive), designated as Executive Director w.e.f. 1st August, 2025 and thereafter, at its meeting held on 2nd August, 2025, the Board has appointed him as Chairman of the Company in place of Mr. C.S. Verma and, accordingly, re-designated him as Executive Chairman w.e.f. 3rd August, 2025, subject to the approval of Members of the Company.

Mr. Vinod Kumar Sahay is a Member of Group Executive Board (GEB) of Mahindra Group. He holds a Bachelor's degree in Physics from Delhi University and a Master's in International Business & Marketing from Symbiosis, Pune. He is a Fulbright CII Fellowship Scholar from Institute of International Education – New York / Carnegie Mellon University, Pittsburgh, USA. Mr. Sahay is Chairman of the Defence & Homeland security committee of FICCI and has also been recognized as India's most Inspirational Business Leader by White Page International.

He joined Mahindra Group in 2015 and has previously served as President & Chief Purchase Officer at Mahindra & Mahindra Ltd, CEO of Mahindra Trucks & Buses and Construction equipment, and CEO of Mahindra Two Wheelers businesses. Prior to joining Mahindra Group, he spent 17 years at Tata Motors, holding various leadership roles in the Commercial Vehicles Business Unit of Tata Motors.

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Mr. Vinod Kumar Sahay for the office of Director of the Company, not liable to retire by rotation.

Mr. Vinod Kumar Sahay is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Vinod Kumar Sahay as required under Section 190 of the Companies Act, 2013.

Remuneration stated in Resolution No. 7 is within the overall limit under Section 197.

Details of Mr. Vinod Kumar Sahay including his age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees along with the listed companies from which he has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the **Annexure A** forming part of the notice. Statement as required under Schedule V of the Companies Act, 2013 is attached as **Annexure B**.

It is the considered view of the Board that Mr. Vinod Kumar Sahay's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No 6 and Special Resolution set out at Item No 7 to the Notice.

Save and except Mr. Vinod Kumar Sahay, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

#### **Appointment of Dr. Venkataraman Srinivas (Item No. 8 and 9)**

The Board, at its meeting held on 1st August, 2025, based on the recommendation of its Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has approved the appointment of Dr. Venkataraman Srinivas (DIN:11163042) (hereinafter Dr. Venkat Srinivas) as Additional Director and also as Whole-time Director of the Company for a period of three (3) years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive), designated as Executive Director and Chief Executive Officer of the Company, subject to the approval of Members of the Company.

Dr. Venkat Srinivas holds a B.Tech. degree from IIT Madras, an M.S. and Ph.D. from the University of Maryland, USA, and an MBA with High Distinction from the Ross School of Business, University of Michigan, USA.

Dr. Venkat Srinivas brings 35 years of extensive R&D and leadership experience in the Aerospace and Automotive Engineering domains. Over the 11 years with the Mahindra Group, he has led key initiatives in the Commercial Vehicle (CV) space, including the development of Blazo, Cruzio, Bolero Maxx Pickup, Zeo EV and strategic platforms like Veero and Global Pik Up. Prior to joining the Mahindra Group, Dr. Venkat Srinivas served as Special Director and Head of New Truck Product Development at Ashok Leyland and held leadership roles at Ford Motor Company in Detroit. He currently chairs the SIAM Connected Vehicles Group.

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Dr. Venkat Srinivas for the office of Director of the Company, liable to retire by rotation.

Dr. Venkat Srinivas is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Dr. Venkat Srinivas as required under Section 190 of the Companies Act, 2013.



Remuneration stated in Resolution No. 9 is within the overall limit under Section 197.

Details of Dr. Venkat Srinivas including his age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees along with the listed companies from which he has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the **Annexure A** forming part of the notice. Statement as required under Schedule V of the Companies Act, 2013 is attached as **Annexure B**.

It is the considered view of the Board that Dr. Venkat Srinivas's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No 8 and Special Resolution set out Item No 9 to the Notice.

Save and except Dr. Venkat Srinivas, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

#### **Appointment of Ms. Mahima Chugh (Item No. 10)**

The Board, at its Meeting held on 1st August, 2025, based on the recommendation of its Nomination and Remuneration Committee, has approved the appointment of Ms. Mahima Chugh (DIN: 07448152) as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f. 1st August, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

Ms. Mahima Chugh is a Senior Vice President in the Group Strategy Office of Mahindra & Mahindra Limited. Ms. Chugh holds an MBA from IIM Ahmedabad and a B.E in Electronics from Delhi College of Engineering.

Ms. Mahima Chugh has been responsible for leading strategy and transformation across leading Indian and global organizations with deep expertise in revenue growth, cost & operations, M&A, and digitization. She has also been recognized by The Economic Times for her business leadership. Most recently she was a tenured Partner at McKinsey & Co. Prior to that she was a Principal at Bain & Company and has over 17 years of professional experience. She is also a Director on the Board of Smartshift Logistics Solutions Private Limited (Porter).

The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Ms. Mahima Chugh for the office of Director of the Company, liable to retire by rotation.

Ms. Mahima Chugh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Details of Ms. Mahima Chugh including her age, qualification, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships of Board Committees along with the listed companies from which she has resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the **Annexure A** forming part of the notice.

The Board is of the view that Ms. Mahima Chugh's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

Save and except Ms. Mahima Chugh, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

**Appointment of Independent Directors (Item No. 11, 12 and 13)**

The Board, at its Meeting held on 1st August, 2025, based on the recommendation of its Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad as Additional Directors (Independent Non-Executive) of the Company w.e.f. 1st August, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of three (3) consecutive years commencing from 1st August, 2025 to 31st July, 2028 (both days inclusive).

**Brief Profile- Mr. Ravi Venkatraman**

Mr. Ravi Venkatraman retired in July 2020, as Executive Director & Chief Financial Officer of Mahindra & Mahindra Financial Services Limited (MMFSL) and thereafter served as a Senior Advisor - Financial Services in MMFSL for a year from July 2020 to July 2021. He has about 40 years of varied experience as a senior finance professional, covering many facets of BFSI sector.

He has a bachelor's degree in commerce from the University of Madras. He is also a member of the Institute of Chartered Accountants of India, New Delhi and the Institute of Cost & Works Accountants of India, Kolkata.

He is currently serving as an Independent Director of Arisinfra Solutions Limited, SBFC Finance Limited, ESAF Small Finance Bank Limited, Kotak Mahindra Prime Limited, Avanse Financial Services Limited, Bajaj Finserv Mutual Fund Trustee Limited, Sarvagram Solutions Private Limited and Zurich Kotak General Insurance Company (India) Limited.

In the past he has served as a Kearney Advisor in A.T. Kearney Consulting (India) Private Limited from February 2022 to January 2023 and as an Advisor in Multiples Alternate Asset Management and Radiant Cash Management from May 2023 to May 2024. Mr. Ravi also has worked in Mascom Technical Services Ltd., Chennai as a System Analyst, in Ballestra India Ltd., Mumbai as Finance Executive and in Mahindra Ugine Steel Company Ltd., Mumbai as Senior Executive - Finance & Treasury.

He has been a Coach & Mentor for 30 future Leaders under the Accelerated Corporate Entrepreneurship Program in the Institut Européen d'Administration des Affaires (INSEAD) including Mahindra Finance, Mahindra Insurance Brokers, Mahindra Housing Finance, Mahindra Manulife Mutual Fund and Mahindra Finance USA.

He has also been the member of the Finance Industry Development Council, Corporate Finance Committee of Federation of Indian Chambers of Commerce & Industry, Capital Markets Group of Banking, Finance & Economics Committee of the Bombay Chamber of Commerce and Industry, Confederation of Indian Industry (CII) National Committee for CFOs, Association of Finance Professionals of India (AFPI), Academic Council of NMIMS, Bangalore, Asia Council of the Conference Board, USA and the Informal Advisory Group of the Reserve Bank of India.

Mr. Ravi has been the recipient of several prestigious awards including "Best CFO Award" by the Asian Confederation of Businesses in 2012 & 2013, "100 Most Influential CFO's of India" award given by Chartered Institute of Management Accountants (CIMA) in 2015 & 2016, "100 Top most Influential BFSI Leaders Citation" award given by World BFSI Congress & Awards in 2018 & 2019, "CA-CFO Financial Sector" award given by the 12th ICAI's Leaders and Business Excellence Awards in 2019.

Further, he has been awarded with Golden Peacock Award (For Excellence in Corporate Governance) in 2013, Top 10 in Corporate Governance in 2017 & 2018, National Award for Excellence in Cost Management (BFSI Sector – First Position) in 2019, Only NBFC Rank in Sustainability Index for the 7th consecutive time and FTSE4 Good Index Series (Included for the second consecutive year) in 2020.

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**Brief Profile- Mr. Arun Kumar Malhotra**

Mr. Arun Kumar Malhotra has completed PGDM from IIM-Calcutta in 1983 and since then has managed numerous assignments and roles in leading auto companies the last being MD of Nissan India.

Presently, he is an industry consultant, board member, corporate speaker and visiting faculty in prominent business schools and serves as an Independent Director on the board of Lumax Auto Technologies Limited, a reputed auto ancillary company and IIM Kolkata Innovation Park.

He has been an automotive industry veteran and over the past three decades has contributed to the establishment and growth of the Indian automotive industry. He has also worked with Bajaj Auto, Maruti Suzuki, Mahindra & Mahindra in the past and has been deeply involved in areas such as sales & after sales, brand building, strategic marketing, retail network expansion and development, rural marketing and formulating growth strategies.

He was a member of the Executive Committee of SIAM (Society of Automobile Manufacturers) the apex body of the auto industry and Chairman of Auto Expo in February 2018 held in Greater Noida.

He is amongst the prominent speakers in industry forums like CII, SIAM, FADA, World Auto Forum and National HRD Council. He is also Guest speaker/Visiting faculty in prominent business institutions in the country including IIM Kolkata, MDI Gurgaon, IMI Delhi and IIM Bangalore and has been a regular participant in panel discussion in prominent Business / General channels (ETV, CNBC, Aaj Tak and ZeeTV).

**Brief Profile- Ms. Smita Mankad**

Ms. Smita Mankad is a social entrepreneur and Independent Director on corporate and non-profit boards with 30 years of experience spanning the corporate, social and government sectors, with both grassroots and board level experience.

She is an Economics (Hons) graduate from Lady Shriram College for Women, Delhi University and an MBA from Narsee Monjee Institute of Management Studies, Mumbai University, India.

She currently serves as an Independent Director on several boards across a diverse set of sectors including auto and auto components, renewable energy, housing finance, lifestyle retail, and finance.

She started her career with TATA Motors, was with ABN AMRO Bank Mumbai, and then with Fabindia across international business, retail operations, new product and business development, internal systems and audits, supply chain, nutrition and wellness. At Fabindia, she was responsible for setting up and running the 18 Community Owned Companies that formed Fabindia's supply chain, where 23,000 rural artisans became shareholders and partners in profit for the first time, the subject of a Harvard case study.

Her pro-bono work with non-profits includes co-creating livelihoods for women in rural India, safer cities for women and youth, and education for underprivileged children.

She has worked in the Ministry of Health, Government of India to address micronutrient malnutrition through the implementation of food fortification across India.

Smita continues to pay it forward by actively mentoring young women. A sustainability champion, she has been recognized for her work with the SDGs and proudly runs a zero waste-to-landfill home. She is a Vital Voices USA Fellow, Swedish Institute Sustainability Fellow and a Chevening Fellow from Oxford University.

**Declarations received from Independent Directors**

The Company has received a notice in writing from the Members in the prescribed manner, under Section 160 of the Act, proposing the candidature of Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad for the office of Director of the Company.

Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has received declarations from Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad that they meet the criteria of

independence as described under sub-section (6) of Section 149 of the Act and the Listing Regulations. They are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad, fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations, and are independent of the management.

Details of Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad including their age, qualification, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which they hold directorships and memberships of Board Committees along with the listed companies from which they have resigned in the past three years, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the **Annexure A** forming part of the notice.

The Board is of the view that their knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Special Resolutions set out at Item No. 11, 12 and 13 of the Notice for approval of the Members.

A copy of the draft letter of their appointments, setting out terms and conditions of appointment, is available for inspection by the Members in electronic form as per the instructions provided in this Notice.

Save and except Mr. Ravi Venkatraman, Mr. Arun Kumar Malhotra and Ms. Smita Mankad, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions.

#### **Item No. 14**

Members may be aware that Sumitomo Corporation, Japan (erstwhile Promoter shareholder) ("Sumitomo") and Isuzu Motors Limited, Japan (erstwhile Public shareholder) ("Isuzu"), have transferred their respective equity stake of 43.96% (63,62,306 shares) and 15% (21,70,747 shares) to Mahindra and Mahindra Limited ("M&M") on 1st August, 2025.

Pursuant to the above, M&M has become the Promoter of the Company. In view of exit of Isuzu as a shareholder and to reflect the change in ownership, it is proposed to change the name of the Company from "SML Isuzu Limited" to "SML Mahindra Limited".

The Company has received confirmation for availability of the proposed name from Central Registration Centre, Registrar of Companies vide their letter dated 13th August, 2025. The proposed change of name would be subject to the necessary approvals in terms of the provisions of applicable laws.

Accordingly, the Board, at its meeting held on 19th August, 2025, approved the change of name of the Company from 'SML Isuzu Limited' to 'SML Mahindra Limited' and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the Members of the Company by way of a Special Resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

Members may further note that there is no proposal to change the objects of the Company and the proposed change in name of the Company would not result in change of the legal status, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members and other stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, which is attached as **Annexure C**.

Basis the above, the Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Regd. Office & Works:**

Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr), Punjab-144 533

Email: [investors@smlisuzu.com](mailto:investors@smlisuzu.com)

CIN : L50101PB1983PLC005516

Website : [www.smlisuzu.com](http://www.smlisuzu.com)

**Dated:** 19th August, 2025

**Contact:** (91) -1881-270260 / 270155 | Fax: (91) -1881-270223

By Order of the Board  
for SML ISUZU LIMITED

(PARVESH MADAN)

Company Secretary

ACS-31266

[pmadan@smlisuzu.com](mailto:pmadan@smlisuzu.com)

**Contact:** 0172-4155901

## Annexure A

**Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:**

Name of the Director	Mr. Vinod Kumar Sahay	Dr. Venkataraman Srinivas	Ms. Mahima Chugh
Date of Birth (Age)	09.12.1974 (50 yrs)	15.07.1969 (56 yrs)	25.02.1984 (41 yrs)
DIN	07884268	11163042	07448152
Original date of Appointment	01-08-2025	01-08-2025	01-08-2025
Qualification(s)	Bachelor's degree in Physics from Delhi University and a Master's in International Business & Marketing from Symbiosis, Pune. He is a Fulbright CII Fellowship Scholar from Institute of International Education – New York / Carnegie Mellon University, Pittsburgh, USA.	B.Tech. degree from IIT Madras, an M.S. and Ph.D. from the University of Maryland, USA, and an MBA with High Distinction from the Ross School of Business, University of Michigan, USA.	MBA from IIM Ahmedabad and a B.E in Electronics from Delhi College of Engineering.
Experience (including expertise in specific functional area)*	Mr. Vinod Kumar Sahay is a Member of Group Executive Board (GEB) of Mahindra Group. Mr. Sahay is Chairman of the Defence & Homeland security committee of FICCI and has also been recognized as India's most Inspirational Business Leader by White Page International. He joined Mahindra Group in 2015 and has previously served as President & Chief Purchase Officer at Mahindra & Mahindra Ltd, CEO of Mahindra Trucks & Buses and Construction equipment, and CEO of Mahindra Two Wheelers businesses. Prior to joining Mahindra Group, he spent 17 years at Tata Motors, holding various leadership roles in the Commercial Vehicles Business Unit of Tata Motors.	Dr. Venkataraman Srinivas (Dr. Venkat Srinivas) brings 35 years of extensive R&D and leadership experience in the Aerospace and Automotive Engineering domains. Over the 11 years with the Mahindra Group, he has led key initiatives in the Commercial Vehicle (CV) space, including the development of Blazo, Cruzio, Bolero Maxx Pickup, Zeo EV and strategic platforms like Veero and Global Pik Up. Prior to joining the Mahindra Group, Dr. Venkat Srinivas served as Special Director and Head of New Truck Product Development at Ashok Leyland and held leadership roles at Ford Motor Company in Detroit. He currently chairs the SIAM Connected Vehicles Group.	Ms. Mahima Chugh is a Senior Vice President in the Group Strategy Office of Mahindra & Mahindra Limited. Ms. Chugh has been responsible for leading strategy and transformation across leading Indian and global organizations with deep expertise in revenue growth, cost & operations, M&A, and digitization. She has also been recognised by The Economic Times for her business leadership. Most recently she was a tenured Partner at McKinsey & Co. Prior to that she was a Principal at Bain & Company and has over 17 years of professional experience. She is also a Director on the Board of Smartshift Logistics Solutions Private Limited (Porter).
Terms and Conditions of appointment/ re-appointment including details of remuneration sought to be paid	Appointment for a period of three (3) years commencing from 1st August, 2025 to 31st July, 2028, not liable to retire by rotation at a consolidated remuneration in the range of Rs. 1.20 crores (minimum) to Rs. 2.00 crores (maximum) per annum.	Appointment for a period of three (3) years commencing from 1st August, 2025 to 31st July, 2028, liable to retire by rotation at a consolidated remuneration in the range of Rs. 1.40 crores (minimum) to Rs. 1.80 crores (maximum) per annum.	Appointment on rotation basis and no remuneration (including sitting fee) is payable.
Details of remuneration last drawn (FY 2024-25)	Not Applicable	Not Applicable	Not Applicable
Board Membership of other companies [excluding SML ISUZU Limited] as on 1st August, 2025	1. Mahindra Advanced Technologies Limited 2. Mahindra Aerostructures Private Limited 3. Mahindra Aerospace Private Limited 4. Mahindra Defence Systems Limited 5. Mahindra Telephonics Integrated Systems Limited	Nil	Smartshift Logistics Solutions Private Limited
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Chairman [C]/Member [M] of the Committees of the Board of Directors of the companies in which he/she is a director as on 1st August, 2025	<b>SML Isuzu Limited</b> 1. Audit Committee [M] 2. Nomination and Remuneration Committee [M] <b>Mahindra Defence Systems Limited</b> 1. Corporate Social Responsibility Committee [C]	<b>SML Isuzu Limited</b> 1. Risk Management Committee [M]	<b>SML Isuzu Limited</b> 1. Stakeholders Relationship Committee [M] 2. Risk Management Committee [M] 3. Corporate Social Responsibility Committee [M]

\*specific Skills / Expertise / Competencies of all the Directors are provided in the Corporate Governance Report.



Name of the Director	Mr. Vinod Kumar Sahay	Dr. Venkataraman Srinivas	Ms. Mahima Chugh
No. of Board Meetings attended during FY 2024-2025	Not Applicable	Not Applicable	Not Applicable
No. of shares held in the Company as on 1st August, 2025	Nil	Nil	Nil
Relationship with other Directors and KMPs	Mr. Vinod Kumar Sahay is not inter-se related to any other Director and KMP's of the Company.	Dr. Venkataraman Srinivas is not inter-se related to any other Director and KMP's of the Company.	Ms. Mahima Chugh is not inter-se related to any other Director and KMP's of the Company.



Name of the Director	Mr. Ravi Venkatraman	Mr. Arun Kumar Malhotra	Ms. Smita Mankad
Date of Birth (Age)	02.07.1959 (66 yrs)	07.10.1958 (66 yrs)	20.03.1971 (54 yrs)
DIN	00307328	00132951	02009838
Original date of Appointment	01-08-2025	01-08-2025	01-08-2025
Qualification(s)	Bachelor's degree in commerce from the University of Madras. Member of the Institute of Chartered Accountants of India, New Delhi and the Institute of Cost & Works Accountants of India, Kolkata.	PGDM from IIM-Calcutta	Economics (Hons) graduate from Lady Shriram College for Women, Delhi University, MBA from Narsee Monjee Institute of Management Studies, Mumbai University, India.
Experience (including expertise in specific functional area)*	<p>Mr. Ravi Venkatraman (Mr. V. Ravi) retired in July 2020, as Executive Director &amp; Chief Financial Officer of Mahindra &amp; Mahindra Financial Services Limited (MMFSL) and thereafter served as a Senior Advisor - Financial Services in MMFSL for a year from July 2020 to July 2021. He has about 40 years of varied experience as a senior finance professional, covering many facets of BFSI sector.</p> <p>He is currently serving as an Independent Director of Arisinfra Solutions Limited, SBFC Finance Limited, ESAF Small Finance Bank Limited, Kotak Mahindra Prime Limited, Avanse Financial Services Limited, Bajaj Finserv Mutual Fund Trustee Limited, Sarvagam Solutions Private Limited and Zurich Kotak General Insurance Company (India) Limited.</p> <p>In the past he has served as a Kearney Advisor in A.T. Kearney Consulting (India) Private Limited from February 2022 to January 2023 and as an Advisor in Multiples Alternate Asset Management and Radiant Cash Management from May 2023 to May 2024. Mr. Ravi also has worked in Mascom Technical Services Ltd., Chennai as a System Analyst, in Ballestra India Ltd., Mumbai as Finance Executive and in Mahindra Ugine Steel Company Ltd., Mumbai as Senior Executive - Finance &amp; Treasury.</p> <p>He has been a Coach &amp; Mentor for 30 future Leaders under the Accelerated Corporate Entrepreneurship Program in the Institut Européen d'Administration des Affaires (INSEAD) including Mahindra Finance, Mahindra Insurance Brokers, Mahindra Housing Finance, Mahindra Manulife Mutual Fund and Mahindra Finance USA.</p> <p>He has also been the member of the Finance Industry Development Council, Corporate Finance Committee of Federation of Indian Chambers of Commerce &amp; Industry, Capital Markets Group of Banking, Finance &amp; Economics Committee of the Bombay Chamber of Commerce and Industry, Confederation of Indian Industry (CII) National Committee for CFOs, Association of Finance Professionals of India (AFPI), Academic Council of NMIMS, Bangalore, Asia Council of the Conference Board, USA and the Informal Advisory Group of the Reserve Bank of India.</p> <p>Mr. Ravi has been the recipient of several prestigious awards including "Best CFO Award" by the Asian Confederation of Businesses in 2012 &amp; 2013, "100 Most Influential CFO's of India" award given by Chartered Institute of Management</p>	<p>Mr. Arun Kumar Malhotra has managed numerous assignments and roles in leading auto companies the last being MD of Nissan India.</p> <p>Presently, he is an industry consultant, board member, corporate speaker and visiting faculty in prominent business schools and serves as an Independent Director on the board of Lumax Auto Technologies Limited, a reputed auto ancillary company and IIM Kolkata Innovation Park.</p> <p>He has been an automotive industry veteran and over the past 3 decades has contributed to the establishment and growth of the Indian automotive industry. He has also worked with Bajaj Auto, Maruti Suzuki, Mahindra &amp; Mahindra in the past and has been deeply involved in areas such as sales &amp; after sales, brand building, strategic marketing, retail network expansion and development, rural marketing and formulating growth strategies.</p> <p>He was a member of the Executive Committee of SIAM (Society of Automobile Manufacturers) the apex body of the auto industry and Chairman of Auto Expo in February 2018 held in Greater Noida.</p> <p>He is amongst the prominent speakers in industry forums like CII, SIAM, FADA, World Auto Forum and National HRD Council. He is also Guest speaker/Visiting faculty in prominent business institutions in the country including IIM Kolkata, MDI Gurgaon, IMI Delhi and IIM Bangalore and has been a regular participant in panel discussion in prominent Business /General channels (ETV, CNBC, Aaj Tak and ZeeTV).</p>	<p>Ms. Smita Mankad is a social entrepreneur and Independent Director on corporate and non-profit boards with 30 years of experience spanning the corporate, social and government sectors, with both grassroots and board level experience.</p> <p>She currently serves as an Independent Director on several boards across a diverse set of sectors including auto and auto components, renewable energy, housing finance, lifestyle retail, and finance.</p> <p>She started her career with TATA Motors, was with ABN AMRO Bank Mumbai, and then with Fabindia across international business, retail operations, new product and business development, internal systems and audits, supply chain, nutrition and wellness. At Fabindia, she was responsible for setting up and running the 18 Community Owned Companies that formed Fabindia's supply chain, where 23,000 rural artisans became shareholders and partners in profit for the first time, the subject of a Harvard case study.</p> <p>Her pro-bono work with non-profits includes co-creating livelihoods for women in rural India, safer cities for women and youth, and education for underprivileged children.</p> <p>She has worked in the Ministry of Health, Government of India to address micronutrient malnutrition through the implementation of food fortification across India.</p> <p>Smita continues to pay it forward by actively mentoring young women. A sustainability champion, she has been recognized for her work with the SDGs and proudly runs a zero waste-to-landfill home. She is a Vital Voices USA Fellow, Swedish Institute Sustainability Fellow and a Chevening Fellow from Oxford University.</p>

\* specific Skills / Expertise / Competencies of all the Directors are provided in the Corporate Governance Report.

Name of the Director	Mr. Ravi Venkatraman	Mr. Arun Kumar Malhotra	Ms. Smita Mankad
	<p>Accountants (CIMA) in 2015 &amp; 2016, "100 Top most Influential BFSI Leaders Citation" award given by World BFSI Congress &amp; Awards in 2018 &amp; 2019, "CA-CFO Financial Sector" award given by the 12th ICAI's Leaders and Business Excellence Awards in 2019.</p> <p>Further, he has been awarded with Golden Peacock Award (For Excellence in Corporate Governance) in 2013, Top 10 in Corporate Governance in 2017 &amp; 2018, National Award for Excellence in Cost Management (BFSI Sector – First Position) in 2019, Only NBFC Rank in Sustainability Index for the 7th consecutive time and FTSE4 Good Index Series (Included for the second consecutive year) in 2020.</p>		
<b>Terms and Conditions of appointment/ re-appointment including details of remuneration sought to be paid</b>	Appointment for a term of three (3) consecutive years from 1st August, 2025 to 31st July, 2028 (both days inclusive), not liable to retire by rotation. They would be entitled to sitting fees for attending the Meetings of the Board and Committees thereof. In addition, they would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.		
<b>Details of remuneration last drawn (FY 2024-25)</b>	Not Applicable	Not Applicable	Not Applicable
<b>Board Membership of other companies [excluding SML ISUZU Limited] as on 1st August, 2025</b>	<ol style="list-style-type: none"> <li>1. Arisinfra Solutions Limited</li> <li>2. Avanse Financial Services Limited</li> <li>3. Bajaj Finserv Mutual Fund Trustee Limited</li> <li>4. ESAF Small Finance Bank Limited</li> <li>5. Kotak Mahindra Prime Limited</li> <li>6. Sarvagam Solutions Private Limited</li> <li>7. SBFC Finance Limited</li> <li>8. Zurich Kotak General Insurance Company (India) Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. IAC International Automotive India Private Limited</li> <li>2. IIM Calcutta Innovation Park</li> <li>3. Lumax Auto Technologies Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bajaj Auto Credit Limited</li> <li>2. Bajaj Holdings &amp; Investment Limited.</li> <li>3. Blue Planet Integrated Waste Solutions Limited</li> <li>4. DSP Fund Managers IFSC Private Limited</li> <li>5. Fabindia Limited</li> <li>6. Imperial Auto Industries Limited</li> <li>7. Mahindra Rural Housing Finance Limited</li> <li>8. Subros Limited</li> <li>9. Swaraj Engines Ltd</li> </ol>
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>Chairman [C]/Member [M] of the Committees of the Board of Directors of the companies in which he/she is a director as on 1st August, 2025</b>	<p><b>SML Isuzu Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee [C]</li> <li>2. Risk Management Committee [C]</li> <li>3. Nomination and Remuneration Committee [M]</li> </ol> <p><b>Arisinfra Solutions Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee [C]</li> <li>2. Nomination and Remuneration Committee [M]</li> </ol> <p><b>SBFC Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee [C]</li> <li>2. Stakeholders Relationship Committee [M]</li> <li>3. Risk Management Committee [M]</li> <li>4. Corporate Social Responsibility Committee [M]</li> <li>5. IT Strategy Committee [M]</li> </ol> <p><b>ESAF Small Finance Bank Limited</b></p> <ol style="list-style-type: none"> <li>1. Risk Management Committee [C]</li> <li>2. Audit Committee [M]</li> <li>3. Stakeholders Relationship Committee [M]</li> </ol>	<p><b>SML Isuzu Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee [C]</li> <li>2. Audit Committee [M]</li> <li>3. Stakeholder Relationship Committee [M]</li> </ol> <p><b>Lumax Auto Technologies Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee [C]</li> <li>2. Audit Committee [M]</li> <li>3. Stakeholders Relationship Committee [M]</li> </ol> <p><b>IAC International Automotive India Private Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee [M]</li> </ol>	<p><b>SML Isuzu Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee [C]</li> </ol> <p><b>Blue Planet Integrated Waste Solutions Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee [C]</li> <li>2. Audit Committee [M]</li> </ol> <p><b>Imperial Auto Industries Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee [C]</li> <li>2. Corporate Social Responsibility Committee [C]</li> <li>3. Audit Committee [M]</li> </ol> <p><b>Fabindia Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee [C]</li> <li>2. Audit Committee [M]</li> <li>3. Stakeholder Relationship Committee [M]</li> </ol>

Name of the Director	Mr. Ravi Venkatraman	Mr. Arun Kumar Malhotra	Ms. Smita Mankad
	<b>Kotak Mahindra Prime Limited</b> 1. Audit Committee [C] 2. Nomination & Remuneration Committee [M] 3. Risk Management Committee [M] 4. CSR Committee [M] 5. Credit Committee of Board [M] <b>Zurich Kotak General Insurance Company (India) Limited</b> 1. Audit Committee [M] 2. Risk Management Committee [M] 3. Nomination & Remuneration Committee [M] <b>Bajaj Finserv Mutual Fund Trustee Limited</b> 1. Risk Management Committee [C] 2. Audit Committee [M] <b>Avanse Financial Services Limited</b> 1. Audit Committee [C] 2. IPO Committee [M] 3. CSR Committee [M] 4. Risk Management Committee [M]		<b>Swaraj Engines Limited</b> 1. Audit Committee [M] 2. Corporate Social Responsibility Committee [M] <b>Mahindra Rural Housing Finance Ltd.</b> 1. Audit Committee [M] 2. Corporate Social Responsibility Committee [M] 3. Nomination and Remuneration Committee [M] 4. Risk Committee [M] <b>Bajaj Auto Credit Ltd.</b> 1. Audit Committee [C] 2. Stakeholder Relationship Committee [C] <b>Subros Ltd.</b> 1. Nomination and Remuneration Committee [M] 2. Stakeholder Relationship Committee [M] 3. Audit Committee [M]
<b>No. of Board Meetings attended during FY 2024-2025</b>	Not Applicable	Not Applicable	Not Applicable
<b>No. of shares held in the Company as on 1st August, 2025</b>	Nil	Nil	Nil
<b>Relationship with other Directors and KMPs</b>	Mr. Ravi Venkatraman is not inter-se related to any other Director and KMP's of the Company.	Mr. Arun Kumar Malhotra is not inter-se related to any other Director and KMP's of the Company.	Ms. Smita Mankad is not inter-se related to any other Director and KMP's of the Company.

## Annexure B

### Statement as required under Schedule V of the Companies Act, 2013

(with reference to Resolutions at Item No. 7 and 9)

#### I. General Information:

##### (i) Nature of Industry:

The Company is in the business of manufacture of Commercial vehicles.

##### (ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 26th July 1983 and commenced its commercial operations in the year 1986.

##### (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

##### (iv) Financial performance based on given indicators - as per audited financial statements for the year ended 31st March, 2025 :

Rs (in crores)

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2398.99	2195.93
Net Profit/ (Loss) in accordance with Section 197 of the Companies Act, 2013	163.99	107.45
Profit/ (Loss) Before Tax	162.38	106.45
Profit/ (Loss) After Tax	121.67	107.88
Net Worth	382.66	285.59

##### (v) Foreign investments or collaborators, if any:

Sumitomo Corporation, Japan (Sumitomo), a body corporate, with 43.96% shareholding was the Promoter of the Company till 31st July 2025.

Isuzu Motors, Japan (Isuzu), a public shareholder was holding 15% shareholding in the Company till 31st July, 2025.

Sumitomo and Isuzu have transferred their respective shareholding to Mahindra & Mahindra Limited on 1st August 2025 and, accordingly, the Company has become listed subsidiary of Mahindra & Mahindra w.e.f. 1st August, 2025.

#### II. Information about the appointee(s):

##### (i) Background details and Past remuneration during FY 2024-25: Profile of the Directors is covered in Annexure A to the notice of AGM. No Remuneration paid during FY 2024-2025

##### (ii) Recognition or awards: Nil

**(iii) Job Profile and suitability:**

Mr. Vinod Kumar Sahay	Dr. Venkataraman Srinivas
<p>Mr. Vinod Kumar Sahay is a Member of Group Executive Board (GEB) of Mahindra Group. He holds a Bachelor's degree in Physics from Delhi University and a Master's in International Business &amp; Marketing from Symbiosis, Pune. He is a Fulbright CII Fellowship Scholar from Institute of International Education – New York / Carnegie Mellon University, Pittsburgh, USA. Mr. Sahay is Chairman of the Defence &amp; Homeland security committee of FICCI and has also been recognized as India's most Inspirational Business Leader by White Page International.</p> <p>He joined Mahindra Group in 2015 and has previously served as President &amp; Chief Purchase Officer at Mahindra &amp; Mahindra Ltd, CEO of Mahindra Trucks &amp; Buses and Construction equipment, and CEO of Mahindra Two Wheelers businesses. Prior to joining Mahindra Group, he spent 17 years at Tata Motors, holding various leadership roles in the Commercial Vehicles Business Unit of Tata Motors.</p>	<p>Dr. Venkataraman Srinivas (Dr. Venkat Srinivas) holds a B.Tech. degree from IIT Madras, an M.S. and Ph.D. from the University of Maryland, USA, and an MBA with High Distinction from the Ross School of Business, University of Michigan, USA.</p> <p>He brings 35 years of extensive R&amp;D and leadership experience in the Aerospace and Automotive Engineering domains. Over the 11 years with the Mahindra Group, he has led key initiatives in the Commercial Vehicle (CV) space, including the development of Blazo, Cruzio, Bolero Maxx Pickup, Zeo EV and strategic platforms like Veero and Global Pik Up. Prior to joining the Mahindra Group, Dr. Venkat Srinivas served as Special Director and Head of New Truck Product Development at Ashok Leyland and held leadership roles at Ford Motor Company in Detroit. He currently chairs the SIAM Connected Vehicles Group.</p>

**(iv) Remuneration proposed, Notice period and Severance fees, etc.:**

As per the details given in the Resolution No. 7 and 9 of the Notice.

**(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company and the profile of Mr. Vinod Kumar Sahay and Dr. Venkat Srinivas, the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid to them is commensurate with the remuneration package(s) paid to similar senior level counterpart(s) in other companies.

**(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration referred in Resolution No 7 and 9 of the notice, Mr. Vinod Kumar Sahay and Dr. Venkat Srinivas does not have any other pecuniary relationship with the Company or relationship with any managerial personnel of the Company.

**III Other Information:**

**(i) Reasons of loss or inadequate profits:**

The Company has earned adequate profits during FY 2024-25

**(ii) Steps taken or proposed to be taken for improvement:** Not Applicable

**(iii) Expected increase in productivity and profits in measurable terms:** Not Applicable

**(iv) Disclosures:**

The information and disclosures of the remuneration package of Mr. Vinod Kumar Sahay and Dr. Venkat Srinivas have been provided in the Resolution No. 7 and 9 proposed above in the notice.

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## Annexure C

To,  
The Board of Directors,  
SML Isuzu Limited,  
SCO 204-205, Sector 34-A,  
Chandigarh - 160022

### **Independent Practitioner's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015**

1. This report is issued in accordance with the terms of our engagement letter dated 14 August 2025.
2. We have been requested by the management of the **SML Isuzu Limited ('the Company')**, to issue a certificate certifying the compliance of the conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of name of the Company from '**SML Isuzu Limited**' to '**SML Mahindra Limited**'.

#### **Management's Responsibility**

3. The Company's Management is responsible for the preparation and presentation of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial Statements, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the said Regulations.

#### **Practitioner's Responsibility**

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in compliance with the supporting documents maintained by the Company.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. Based on our examination as above, and the representations given to us, and on the basis of the information and explanations given to us, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change	The Company has not changed its name in the last one year period.
45(1)(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year and thus this clause is not applicable
45(1)(c)	The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity	The Company has not changed its main activity nor invested in new activity/project and thus this clause is not applicable.

**Restriction on Use**

9. This certificate has been issued to the management of the Company pursuant to clause 45 of the aforesaid Regulations and can be included in the explanatory statement of the Notice of the General meeting and any intimation to the stock exchange and should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**For P G A & Co.**

Chartered Accountants

Firm Registration No.: 036808N

**Pankaj Gupta**

Partner

Membership No.: 515821

Place: Chandigarh

Date: 16 August 2025

UDIN: 25515821BMJAXA3619



## Notes

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## Notes

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## **SML ISUZU LIMITED**

(CIN:L50101PB1983PLC005516)

Registered Office & Works: Village Asron, Distt. Shahid Bhagat Singh Nagar (Nawanshahr) - 144 533, Punjab

Corporate Office: SCO 204-205, Sector 34-A, Chandigarh -160 022

Tel: 01881-270 155/0172- 264 7700-02

Website: [www.smlisuzu.com](http://www.smlisuzu.com) Email Id: [investors@smlisuzu.com](mailto:investors@smlisuzu.com)